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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - X

FIRST INTERIM FEE APPLICATION OF SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
DEBTORS FOR THE PERIOD FROM NOVEMBER 10, 2008 THROUGH
AND INCLUDING JANUARY 31, 2009

Name of Applicant: Skadden, Arps, Slate, Meagher & Flom
LLP

Authorized to provide professional services to: Circuit
City Stores, Inc., et al.

Date of retention: effective November 10, 2008

Period for which compensation and reimbursement are sought: November 10, 2008 through and including January 31, 2009

Amount of compensation sought as actual, reasonable, and necessary: \$3,074,399.00

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$128,170.00

This is a/an: ☐ monthly ☒ interim ☐ final application.

The Application does not request compensation at this time for services rendered in preparing this Application. The Applicant intends to seek such compensation at a later date.

**COMPENSATION BY PROFESSIONAL PERSON
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
November 10, 2008 - January 31, 2009**

| <u>NAME</u> | <u>YEAR OF ADMISSION</u> | <u>RATE</u> | <u>HOURS</u> | <u>AMOUNT</u> |
|-------------------------|------------------------------|-------------|--------------|---------------|
| <u>PARTNER</u> | | | | |
| Chris L. Dickerson | 1998 | \$825 | 264.5 | \$210,589.00 |
| John P. Furfaro | 1980 | \$945 | 83.1 | \$78,530.00 |
| Gregg M. Galardi | 1990 | \$945 | 449.7 | \$397,529.00 |
| Neil M. Leff | 1980 | \$975 | 12.9 | \$12,577.00 |
| David F. Levy | 1995 | \$775 | 94.5 | \$73,238.00 |
| Edward J. Meehan | 1984 | \$945 | 50.8 | \$45,644.00 |
| Timothy G. Reynolds | 1980 | \$945 | 23.1 | \$21,830.00 |
| | | | | |
| | TOTAL PARTNER | | 978.6 | \$839,937.00 |
| <u>COUNSEL</u> | | | | |
| Kristin Major | 1997 | \$760 | 20.4 | \$15,504.00 |
| | | | | |
| | TOTAL COUNSEL | | 20.4 | \$15,504.00 |
| <u>ASSOCIATE</u> | | | | |
| Sarah K. Baker | 2006 | \$495 | 445.6 | \$220,577.00 |
| Michelle L. Brunsvold | 2005 | \$540 | 151.4 | \$81,756.00 |
| David Conway | 1996 | \$680 | 37.4 | \$25,432.00 |
| Sarah S. Dale | 2007 | \$460 | 6.8 | \$3,128.00 |
| Brian J. Devirgilio | 2008 | \$360-395* | 113.8 | \$42,330.00 |
| Folarin S. Dosunmu | 2004 | \$595 | 385.7 | \$229,492.50 |
| Mark G. Eskenazi | 2009 | \$360 | 34.7 | \$12,492.00 |
| Ian S. Fredericks | 2003 | \$540-595* | 701.6 | \$380,729.00 |
| Matthew Gartner | 2006 | \$495 | 29.5 | \$14,603.00 |
| Kellan Grant | 2000 | \$625 | 449.5 | \$272,382.00 |
| Douglas D. Hermann | 2006 | \$540 | 7.8 | \$4,212.00 |
| Caroline P. Jacobson | 2008 | \$360-395* | 50.3 | \$19,018.00 |
| Collin P. Janus | 2008 | \$395 | 175.1 | \$69,167.00 |
| Jennifer A. Karpe | 2008 | \$395 | 6.3 | \$2,488.00 |
| Christine W. Kim | 2009 | \$360 | 13.2 | \$4,752.00 |
| Samuel W. Krause | 1998 | \$680 | 16 | \$10,880.00 |
| Jessica S. Kumar | 2007 | \$460 | 397.6 | \$180,711.00 |

| <u>NAME</u> | <u>YEAR OF ADMISSION</u> | <u>RATE</u> | <u>HOURS</u> | <u>AMOUNT</u> |
|--|------------------------------|-------------|----------------|-----------------------|
| Kelly A. Lazaroff | 2008 | \$360-395* | 450.8 | \$172,210.00 |
| Jason M. Liberi | 2003 | \$625 | 101.3 | \$63,312.00 |
| Beth O. Libow | 2009 | \$360 | 39.2 | \$14,112.00 |
| Mike Murphy | 2007 | \$460 | 71.2 | \$32,752.00 |
| Amber L. Reed | 2008 | \$360-395* | 145.9 | \$55,230.00 |
| Sarah T. Runnells | 2008 | \$360-395* | 22.5 | \$8,279.00 |
| Risa M. Salins | 2001 | \$680 | 202.8 | \$137,904.00 |
| Margaret C. Thering | 2008 | \$395 | 9.5 | \$3,752.00 |
| Daniel M. Trevino | 2002 | \$625 | 32.1 | \$20,063.00 |
| TOTAL ASSOCIATE | | | | 4097.6 |
| | | | | \$2,081,763.00 |
| PARAPROFESSIONALS | | | | |
| Matt Adrian | | \$255 | 55.1 | \$14,051.00 |
| Joshua J. Bugay | | \$170 | 5.4 | \$918.00 |
| Lan T. Chu | | \$320 | 7.25 | \$2,320.00 |
| Jeffrey Demina | | \$295 | 27.2 | \$8,025.00 |
| Carol L. Greenway | | \$175 | 36 | \$6,301.00 |
| Christopher M. Heaney | | \$295 | 125.9 | \$37,144.00 |
| Christine H. Ingram | | \$330 | 22.5 | \$7,425.00 |
| Wendy K. LaManna | | \$295 | 85.5 | \$25,226.00 |
| Larry S. Morton | | \$295 | 5.5 | \$1,623.00 |
| Samantha E. Ross | | \$300 | 7 | \$2,100.00 |
| Mia Volkening | | \$220 | 5.8 | \$1,276.00 |
| Lynn S. Zoldan | | \$295 | 12 | \$3,540.00 |
| A. Kaitlin Zylich | | \$220 | 123.8 | \$27,236.00 |
| TOTAL PARAPROFESSIONALS | | | 518.95 | \$136,367.00 |
| TOTAL | | | 5615.55 | \$3,074,399.00 |
| BLENDED HOURLY RATE | | | | \$547.50 |
| *Rate changed during course of the application period based on change in experience or professional qualifications (i.e. admission to the bar of the applicable jurisdiction). | | | | |

COMPENSATION BY PROJECT CATEGORY
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
NOVEMBER 10, 2008 - JANUARY 31, 2009

| Project Category | Total Hours | Total Fees |
|--|--------------------|-------------------|
| General Corporate Advice | 12.8 | \$11,515.00 |
| Asset Analysis and Recovery | 91 | \$72,788.00 |
| Assets Dispositions (General) | 467.1 | \$295,418.00 |
| Asset Dispositions (Inventory) | 5 | \$2,984.00 |
| Asset Dispositions (Real Property) | 39.6 | \$26,047.00 |
| Automatic Stay (Relief Action) | 111.8 | \$29,031.00 |
| Business Operations / Strategic Planning | 0.3 | \$284.00 |
| Case Administration | 444.6 | \$201,756.00 |
| Claims Admin (General) | 56.7 | \$28,071.00 |
| Claims Admin. (Reclamation/Trust Funds) | 99.3 | \$40,336.00 |
| Credit Card Agreements | 49.3 | \$32,608.00 |
| Creditor Meetings / Statutory Committees | 36.4 | \$30,712.00 |
| Disclosure Statement / Voting Issues | 52.4 | \$30,688.00 |
| Employee Matters (General) | 741.7 | \$400,690.00 |
| Executory Contracts (Personalty) | 129.4 | \$65,071.00 |
| Financing (DIP and Emergence) | 421.75 | \$270,182.00 |
| Insurance | 41.5 | \$30,985.00 |
| Intellectual Property | 8.8 | \$3,996.00 |
| Leases (Real Property) | 1055.0 | \$562,479.00 |
| Litigation (General) | 70.8 | \$42,286.00 |
| Nonworking Travel Time* | 166.9 | \$60,875.00 |
| Regulatory and SEC Matters | 1.4 | \$785.00 |
| Reorganization Plan / Plan Sponsors | 9.3 | \$5,813.00 |
| Reports and Schedules | 23.7 | \$13,799.00 |

| Project Category | Total Hours | Total Fees |
|--|--------------------|-----------------------|
| Retention / Fee Matters (SASM&F) | 171.3 | \$64,137.00 |
| Retention /Fee Matters / Objections (Others) | 164.9 | \$89,596.00 |
| Secured Claims | 55.6 | \$25,101.00 |
| Tax Matters | 560.0 | \$316,736.00 |
| U.S. Trustee Matters | 1.3 | \$1,229.00 |
| Utilities | 275.7 | \$139,549.00 |
| Vendors Matters | 250.2 | \$150,235.00 |
| TOTAL | 5615.55 | \$3,074,399.00 |
| *Billed at 50%. | | |

EXPENSE SUMMARY
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
NOVEMBER 10, 2008 - JANUARY 31, 2009

| Expense Category | Total Expenses |
|---|-----------------------|
| Computer Legal Research | \$67,675.00 |
| Telecommunications | \$1028.00 |
| Reproduction and Document Preparation | \$7,010.00 |
| Outside Research | \$868.00 |
| Travel* | \$43,175.00 |
| Courier, Express Carriers (e.g., Federal Express) and Postage | \$4,999.00 |
| Electronic Document Management | \$3,416.00 |
| TOTAL | \$128,170.00 |

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors.¹ : Jointly Administered
:
- - - - - X

FIRST INTERIM APPLICATION OF SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM
NOVEMBER 10, 2008 THROUGH AND INCLUDING JANUARY 31, 2009

Skadden, Arps, Slate, Meagher & Flom LLP and
its affiliated law offices (collectively, "Skadden,
Arps"), counsel for the debtors and debtors in
possession in the above-captioned cases (collectively,

¹ The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), IntertAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0041), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

the "Debtors"), submit this application seeking allowance of interim compensation and reimbursement of expenses under sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") for the period from November 10, 2008 through and including January 31, 2009, and represent as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. On January 12, 2009, the Court entered an order authorizing the Debtors to conduct auctions for a

sale or sales of the Debtors' businesses as a going concern or for liquidation (D.I. 1460).

5. At the conclusion of the auction, the Debtors determined that the highest and otherwise best bid was that of Great American Group WF, LLC, Hudson Capital Partners, LLC, SB Capital Group, LLC, and Tiger Capital Group, LLC (collectively, the "Agent"). On January 16, 2009, the Court approved the Agent's bid and authorized the Debtors to conduct going out of business sales at the Debtors' remaining stores (D.I. 1634). The Agent commenced going out of business sales at the Debtors' remaining stores on January 17, 2009.

RETENTION OF SKADDEN, ARPS

6. On November 20, 2008, the Debtors applied to the Court for an order authorizing them to retain Skadden, Arps pursuant to an engagement agreement dated September 1, 2008 (the "Engagement Agreement") as their bankruptcy counsel, effective as of the Petition Date, to provide the following professional services:

(a) advising the Debtors with respect to their powers and duties as debtors and debtors in possession in the continued management and operation of their businesses and properties;

(b) attending meetings and negotiating with representatives of creditors and other parties in interest and advising and consulting on the conduct of the cases, including all of the legal and Interim Compensation requirements of operating in chapter 11;

(c) taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on behalf of the Debtors' estates, the defense of any actions commenced against those estates, negotiations concerning litigation in which the Debtors may be involved and objections to claims filed against the estates;

(d) preparing, on behalf of the Debtors, motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;

(e) preparing and negotiating on the Debtors' behalf plan(s) of reorganization, disclosure statement(s), and all related agreements and/or documents and taking any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);

(f) advising the Debtors in connection with any sale of assets;

(g) performing other necessary legal services and providing other necessary legal advice to the Debtors in connection with these chapter 11 cases; and

(h) appearing before this Court, any appellate courts, and the United States Trustee and protecting the interests of the

Debtors' estates before such courts and the United States Trustee.²

7. On December 8, 2008, the Court entered an order (the "Retention Order") authorizing the Debtors to employ Skadden, Arps as their counsel effective as of the Petition Date pursuant to the terms of the Engagement Agreement. A copy of the Retention Order is attached hereto as Exhibit A.

8. On December 9, 2008, the Court entered an Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation (the "Interim Compensation Order"). A copy of the Interim Compensation Order is attached hereto as Exhibit B.

9. Pursuant to the terms of the Interim Compensation Order, if no objection is filed to a monthly fee application within twenty (20) days of the date of filing of that application, then the respective professionals may be paid eighty-five percent (85%) of

² Information concerning the experience and standing at the bar of Skadden, Arps' senior attorneys on this engagement are described in the application and related materials filed by Skadden, Arps in support of its retention in these cases (the "Retention Application") (D.I. 287), which is incorporated herein by reference.

the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee application.

10. Every three (3) months beginning with the three-month period ending on January 31, 2009, this Court will then make a determination, after hearing, if the remaining fifteen percent (15%) of fees sought in the preceding three (3) months will be paid.

11. Prior to the Petition Date, Skadden, Arps held "on-account" cash and other funds for a total of \$750,000 to be applied against fees and disbursements incurred by Skadden, Arps (the "On-Account Funds"). Skadden, Arps has reconciled all prepetition fees and expenses, and on December 11, 2008, sent the Debtors its final statement for prepetition professional fees and expenses in the amount of \$179,810.00 (the "Final Statement"). As provided in the Engagement Agreement and in the Retention Order, Skadden, Arps has deducted the amount of the Final Statement from the On-Account Funds and will be transferring the balance to a segregated account maintained in accordance with the Delaware Rules of Professional Responsibility (the "Segregated Account"). The funds in the Segregated

Account will then be applied against Skadden, Arps' final fee application.

12. Subsequent to the Petition Date and pursuant to the Interim Compensation Skadden, Arps has served a Monthly Fee Request, including time and expense detail on (i) Circuit City Stores, Inc., (ii) McGuireWoords LLP, (iii) the Office of the UUnited States Trustee, and (iv) Pachulski Stang Ziehl & Jones LLP for each of the months in the Application Period.

13. On December 11, 2009, Skadden, Arps served its first Monthly Fee Request, for the amount of \$897,598.00 consisting of \$877,737 for professional fees and \$19,861.00 for expenses relating to the period from the Petition Date through and including November 30, 2008. The 20 day period for objections expired on January 2, 2009 without any objections, at which time Skadden, Arps was paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$769,815.00.

14. On January 21, 2009, Skadden Arps served its Monthly Fee Request for the period from December 1, 2008 through and including December 31, 2008 for the

amount of \$1,174,044.00, consisting of \$1,127,539.00 for professional fees and \$45,505.00 for expenses. The 20 day period for objections expired on February 10, 2009 without any objections, at which time Skadden, Arps was paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$1,009,913.00.

15. On February 25, 2009, Skadden Arps served its Monthly Fee Request for the period from January 1, 2009 through and including January 31, 2009 for the amount of \$1,147,641.00, consisting of \$1,085,837.00 for professional fees and \$61,804.00 for expenses. The 20 day period for objections expires on March 19, 2009. No objections have been filed to date. If the objection deadline passes without any objections, Skadden, Arps would be paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$984,765.00.

16. Pursuant to the Interim Compensation Order, Skadden, Arps is filing this interim fee application (the "Application") for compensation for professional services rendered and reimbursement of

disbursements made in these cases during the Application Period.

RELIEF REQUESTED

17. By this Application, the Debtors request approval and payment of interim compensation and reimbursement of expenses for Skadden, Arps, counsel to the Debtors, pursuant to Bankruptcy Code sections 330 and 331 for the period from November 10, 2008 through and including January 31, 2009 (the "Application Period").

18. Pursuant to the Interim Compensation Order, Skadden, Arps is filing the attached fee statements (the "Statements") for compensation for professional services rendered and reimbursement of disbursements made in these cases during the Application Period. A copy of the Statements is attached hereto as Exhibit C.

19. At this time, Skadden, Arps is seeking allowance of compensation equal to \$3,074,399.00 in fees for professional services rendered by Skadden, Arps during the Application Period as counsel to the Debtors in these chapter 11 cases. This amount is derived

solely from the applicable hourly billing rates of the firm's personnel who rendered such services to the Debtors. Of this amount, Skadden, Arps has already been paid \$1,704,485.00, eighty-five percent (85%) of fees billed from November 10, 2008 through and including December 31, 2008 pursuant to the Interim Compensation Order. Skadden, Arps anticipates payment of and anticipates payment of \$922,961.00, representing eighty-five percent (85%) of fees billed from January 1, 2009 through and including January 31, 2009, upon expiration of the objection deadline for the January fee request. Accordingly, through this Application, Skadden, Arps requests payment of \$446,953.00 representing the aggregate fifteen percent (15%) hold-back of fees billed for the Application Period less additional client accommodations in the amount of \$16,724 made upon the preparation of this interim fee application.

20. Skadden, Arps also requests allowance of reimbursement of one hundred percent (100%) of the actual and necessary out-of-pocket disbursements and charges incurred in the Application Period, equal to \$128,170.00. Of this amount, \$66,336.00 has been

remitted to Skadden, Arps, pursuant to the Interim Compensation Order, representing disbursements and charges incurred from November 10, 2008 through and including December 31, 2008. Skadden, Arps expects the remaining \$61,804.00, representing disbursements and charges incurred from January 1, 2009 through and including January 31, 2009, upon expiration of the objection deadline for the January fee request.

21. The fees and disbursements sought through this Application Period reflect total client accommodations of \$153,363.00.³ In the event that any objections to this Application are filed, Skadden, Arps reserves the right to seek payment for all or any part of the client accommodation.

22. This Application is made without prejudice to the firm's right to seek further interim

³ This amount, among other things, includes the accommodation of \$12,898.00, reflecting one half of the value of billed non-working travel time during the Application Period and time charges for certain professionals billing less than five hours during any given month on a client level basis. The \$16,724 accommodation referenced in paragraph 19 has been made upon preparation of this Application during which Skadden, Arps discovered that non-working travel time during November 10, 2008 through and including November 30, 2008 was incorrectly billed at full time value. Moreover, additional accommodations were made for certain professionals billing less than five hours during any given month.

allowances and/or a final allowance of compensation in the future in accordance with the Retention Order and the Interim Compensation Order.

23. Skadden, Arps has received no promise of payment for professional services rendered or to be rendered in these cases other than in accordance with the provisions of the Bankruptcy Code.

BASIS FOR RELIEF

24. It is not practical to describe every phone call made, meeting attended, document generated, or other service provided in the Debtors' cases during the Application Period. Thus, this Application highlights the most significant services performed by Skadden, Arps for the Debtors during the Application Period and the attached time records contain the detail of each task performed.

25. Skadden, Arps submits that the legal services and advice that it rendered to the Debtors in connection with their chapter 11 cases during the Application Period were necessary and beneficial to the Debtors, their creditors, and their estates. During this Application Period, Skadden, Arps devoted

substantial time to the matters related to the filing of first day motions and applications in these chapter 11 cases, to preparing for the first day hearing, to obtaining the relief requested in the first day hearing, to preparing for an auction and the sale of the inventory at approximately five hundred and sixty of the Debtors' locations, to obtaining financing for the Debtors in these bankruptcy cases, and ultimately to beginning the wind-down of the Debtors' estates.

26. During the Application Period, attorneys and paraprofessionals of Skadden, Arps devoted a total of 5615.55 hours to representation of the Debtors in their chapter 11 cases. Of the aggregate time expended, 978.60 hours were spent by partners, 20.4 hours were spent by counsel, 4097.60 hours were spent by associates and 518.95 hours were spent by paraprofessionals. Schedules showing the name and position of each such partner, counsel, associate, and paraprofessional, hours worked during the Application Period, and hourly billing rate are provided at the front of this Application. Exhibit D provides the detail by matter of the time billed for such services.

27. Skadden, Arps' attorneys, legal assistants, and support staff billed their services in this case to numerous matters corresponding to particular activities in the case. Set forth on Exhibit E attached hereto are the detailed expense charges incurred during the Application Period by matter number.

DESCRIPTION OF SERVICES RENDERED

28. The following description of Skadden, Arps' services is a summary of the matters that occupied substantial amounts of attorney time during the Application Period.

I. MATTERS OVER \$200,000

29. During the Application Period, Skadden, Arps professionals devoted significant time to key matters, the time value of which exceeds \$200,000 for such matters. These matters are as follows:

**A. Real Property Leases
(Amount Sought: \$562,479.00)**

30. During the Application period, the Debtors were parties to hundreds of unexpired leases of real property. During the Application Period,

professionals at Skadden, Arps offered the Debtors legal advice with respect to various matters pertaining to such leases, including (without limitation) stub rent, bidding procedures, rejection, abandonment of property, payment of monthly lease obligations, and extension of the deadline provided for in Bankruptcy Code 365(d)(4).

31. The Debtors received numerous notices and/or demands for the payment of stub rent, with respect to which demands Skadden, Arps responded on the Debtors' behalf. Among other things, these responses included multiple formal objections to motions demanding payment of stub rent and motions for reconsideration of the Bankruptcy Court's ruling on stub rent, as well as preparation of findings of fact and conclusions of law on the stub rent issues for the Court. Ultimately, Skadden, Arps was able to delay immediate payment of stub rent, saving the Debtors and their estates an estimated \$20-25 million of availability under their financing facility.

32. Skadden, Arps also developed bidding procedures enabling the Debtors to auction and sell their leases for retail locations upon the conclusion of

store closing sales and realize additional value for their estates and creditors.

33. Moreover, Skadden, Arps professionals prepared and filed during the Application Period three motions to reject numerous of the Debtors leases and responded to landlord objections to these rejection motions, both with formal responses to the Bankruptcy Court and informal negotiations with the respective landlords.

34. In addition, professionals at Skadden, Arps responded to landlord inquiries regarding rent payments and defaults, as well as inquiries regarding rejection of various leases.

35. Finally, during the Application Period, Skadden, Arps spent time preparing a motion for an extension of the time during which the Debtors may assume or reject their real estate leases.

36. In all, during the Application Period, Skadden, Arps professionals devoted a total of 1055.0 hours to real property lease matters for which compensation is sought, with a total time value of \$562,479.00.

B. Employee Matters
(Amount Sought: \$400,690.00)

37. Among the many critical issues addressed by professionals at Skadden, Arps during the Application Period was the need for the Debtors to address issues related to, among other employee matters, compliance with the federal WARN Act and other state WARN laws, terminated employee issues, and current employee compensation and benefits.

38. Skadden, Arps professionals devoted significant time to analyzing whether the federal WARN Act and a host of state WARN and plant closing laws would be triggered in connection with the initial closure of 155 stores and mass terminations of field staff and support center employees in the fourth quarter of 2008, and again in connection with closure of Circuit City's remaining approximately 600 locations in the first quarter of 2009. Work related to the WARN Act also included research and analysis of potential application of WARN exceptions, preparation of WARN and termination notices in compliance with federal and state laws for employees at closing locations, preparation and

distribution of WARN notices to over 500 government officials, and WARN extension notices for the Debtors' wind down team at their support center.

39. Skadden, Arps professionals also provided advice regarding compliance with employment discrimination laws in connection with store closings, preparation of release agreements and OWBPA age disclosures in connection with initial store closures; advice and commentary on numerous communications materials, Q&A's and other documents provided to managers and associates and/or posted on Circuit City's website in connection with store closings and employment terminations.

40. Skadden, Arps provided analyses and advice regarding COBRA obligations, the impact of Stimulus Act on COBRA obligations, retiree medical plan, severance issues and other employee compensation and benefits matters.

41. Finally, Skadden, Arps professionals at Skadden, Arps prepared a motion to approve a management incentive plan so that the Debtors retained key personnel.

42. During the Application Period, 741.7 hours were spent on such matters for which compensation is sought with a time value of \$400,490.00.

C. Tax Matters
(Amount Sought: \$316,736.00)

43. During the Application Period, Skadden, Arps professionals navigated through various tax matters, including (without limitation) the consequences resulting from a substantial equity purchase occurring immediately following the Petition Date. This involved significant research and requests to the IRS for IRS rulings concerning ownership change matters, drafting various motions and stipulations, and considering alternatives to unwind the equity purchase transaction to limit any tax-related losses.

44. Professionals at Skadden, Arps also analyzed issues regarding the payment of state sales and use or other trust fund taxes, drafted motions to approve payment of such taxes and negotiated to resolve objections of the Creditors' Committee.

45. Finally, Skadden, Arps professionals analyzed the tax consequences of proposed restructurings, asset sales and liquidation.

46. During the Application Period, Skadden, Arps professionals devoted a total of 560 hours to tax matters for which compensation is sought, with a total time value of \$316,736.00.

D. Asset Disposition (General)
(Amount Sought: \$295,418.00)

47. Early in the Application Period, Skadden, Arps addressed issues related to the store closing sales at one hundred fifty-four of the Debtors retail stores.

48. Throughout the Application Period, Skadden, Arps professionals worked closely with the Debtors, the Debtors investment bankers, and the Debtors' financial advisors to locate potential going-concern purchasers or, in the alternative, potential purchasers for inventory at the remaining five hundred fifty seven stores. In this regard, Skadden, Arps professionals worked closely with interested parties, including the Debtors' secured lenders, the Creditors'

Committee, vendors, landlords and potential purchasers, concerning various types of transactions.

49. Additionally, drafted and sought approval of a bidding procedures motion. By that motion, the Debtors sought authority to sell such assets to a stalking horse bidder or other successful bidder(s) following an auction and sale process.

50. After receiving approval of the bidding procedures motion, Skadden, Arps professionals devoted substantial time preparing for the auction and sale process, negotiating with numerous parties, including both going-concern and inventory bidders. After consultations with the Debtors' secured lenders and the Creditors' Committee, Skadden, Arps focused negotiations on securing a stalking horse bidder for the purchase of the inventory at the Debtors' remaining stores and negotiating the agency agreements with the two bidders for the conduct of the sales of such inventory.

51. Ultimately, Skadden, Arps professionals sought and gained approval of the agency agreement that was deemed to be the highest and best bid at the store closing sale auction, whereby a group lead by Great

American purchased the inventory at the Debtors' remaining stores.

52. During the Application Period, 467.1 hours were spent on matters related to the sale of the Debtors' assets for which compensation is sought with a time value of \$295,418.00.

E. Financing
(Amount Sought: \$270,182.00)

53. During the Application Period, Skadden, Arps worked closely with the Debtors, Kirkland & Ellis, LLP (the Debtors' financing counsel), and the Debtors' secured lenders negotiating the terms of proposed debtor in possession financing and obtaining interim and final approval a \$1.1 billion credit facility. Such financing provided the Debtors with the critical liquidity they needed to continue to operate their businesses and realize value for their estates and creditors. Throughout this process, Skadden, Arps resolved numerous objections to the proposed financing and credit agreement, in particular, objections and discovery requests of the Creditors' Committee that required preparation for litigating such disputes. Moreover, Skadden, Arps

sought and received approval of three amendments to the debtor in possession credit agreement.

54. During the Application Period, Skadden, Arps professionals devoted a total of 421.75 hours to financing matters for which compensation is sought, with a total time value of \$270,182.00.

F. Case Administration
(Amount Sought: \$201,756.00)

55. During the Application Period, Skadden, Arps worked with the Debtors' management to ensure that the Debtors conducted their affairs in accordance with the Bankruptcy Code and applicable non-bankruptcy law. Among the tasks completed during this period was the filing of these cases, and coordination of and attendance at the various hearings conducted in these cases. In addition, upon the filing of the bankruptcy cases, the professionals at Skadden, Arps worked diligently to respond to inquiries from potential creditors, including current and former employees, suppliers, landlords, and customers.

56. Skadden, Arps spent considerable time advising the Debtors with respect to their powers and

duties as debtors and debtors in possession in the continued management and operation of their businesses and properties, attended meetings, and negotiated with representatives of creditors and other parties in interest and advised and consulted on the conduct of the cases, including all of the legal requirements of operating in chapter 11 and the administration of their estates.

57. During the Application Period, Skadden, Arps professionals devoted a total of 444.6 hours to matters pertaining to case administration for which compensation is sought, with a total time value of \$201,756.00.

II. MATTERS OVER \$50,000

58. During the Application Period, Skadden, Arps professionals devoted significant time to certain other matters, the time value of which exceeds \$50,000 for each matters. These matters are as follows:

A. Vender Matters (Amount Sought: \$150,235.00)

59. Upon the filing of the bankruptcy cases, the Debtors (not unexpectedly) addressed numerous issues

raised by and inquiries received from the Debtors' vendors. Skadden, Arps professionals assisted the Debtors in formulating and implementing a response to such inquiries designed to maintain the Debtors' business operations while minimizing any unnecessary payments by the Debtors' estates. Skadden, Arps also assisted the Debtors in their attempts to negotiate trade credit terms with various vendors.

60. Skadden, Arps professionals spent 250.2 hours working on vendor-related matters. In connection with such matters, Skadden, Arps seeks compensation in the amount of \$150,235.00.

B. Utilities
(Amount Sought: \$139,549.00)

61. Given the Debtors' significant retail operations, utility deposits and utility demands for additional adequate assurance upon the filing of the chapter 11 cases were significant issues for the Debtors. During the Application Period, therefore, professionals at Skadden, Arps sought approval of the Debtors' motion seeking approval of a procedure to address any utility demands in a manner that balanced the rights of the

utilities under the Bankruptcy Code against the needs of the Debtors and their estates. Following approval of such procedure, Skadden, Arps worked with the Debtors during the Application Period to resolve certain utility demands received by the Debtors.

62. Moreover, professionals at Skadden, Arps worked with the Debtors to negotiate a resolution of certain utilities' appeals of the order approving the Debtors' adequate assurance procedure, and likewise devoted significant time to certain other utilities' adequate assurance of payment demands.

63. Professionals at Skadden, Arps spent 275.7 hours working to ensure that the Debtors' critical utility services were not impacted adversely by the bankruptcy filings, with a time value of \$139,549.00.

C. Retentions (Professionals Other than Skadden, Arps)
(Amount Sought: \$89,596.00)

64. Shortly after the Petition Date, professionals at Skadden, Arps worked with the Debtors to finalize and file retention applications for professionals other than Skadden, Arps, whose services were deemed critical to the success of the Debtors'

bankruptcy cases. Included among these retentions were applications for Rothschild Inc. as investment banker, FTI Consulting, Inc. as financial advisor, Ernst & Young LLP as accounting and tax consultant, KPMG as independent auditor and tax consultant, DJM Realty Services LLC as real estate consultant, Kirkland & Ellis LLP as special counsel, and McGuireWoods as bankruptcy co-counsel to the Debtors. Skadden, Arps professionals also prepared and filed a motion to establish procedures for interim compensation and reimbursement of expenses for such professionals.

65. Finally, during the Application Period, Skadden, Arps professionals prepared and filed a motion to obtain the Debtors' authority to employ their ordinary course professionals.

66. Professionals at Skadden, Arps spent 164.8 hours, among other things, drafting, revising, and finalizing applications to permit the Debtors to retain these professionals for which compensation is sought in the amount of \$89,596.00.

D. Asset Analysis and Recovery
(Amount Sought: \$72,788.00)

67. During the Application Period, Skadden, Arps worked closely with Canadian counsel and the Canadian monitor regarding various issues in the Canadian proceedings, particularly those relating to the sale of Canadian assets and the influence of these issues on the debtor-in-possession financing agreement.

68. Skadden, Arps professionals spent 91 hours working such asset analysis and recovery matters. In connection with such matters, Skadden, Arps seeks compensation in the amount of \$72,788.00.

F. Executory Contracts (Personalty)
(Amount Sought: \$65,071.00)

69. During the Application Period, professionals at Skadden, Arps responded to numerous inquiries regarding contract-party claims, payments and adequate assurance. Skadden, Arps also drafted several motions to reject certain executory contracts. And, Skadden, Arps professionals drafted objections to motions for adequate assurance and motions to compel assumption or rejection of certain executory contracts.

70. During the Application Period, 129.4 hours were spent on these issues, as well as related matters, for which compensation is sought, with a total time value of \$65,071.00.

G. Retention/Fee Matters (Skadden, Arps)
(Amount Sought: \$64,137.00)

71. Beginning prior to the Petition Date, Skadden, Arps began preparing for its Rule 2014 disclosures in conjunction for its retention application. With the help of the Debtors, over two thousand interested parties were identified and Skadden, Arps professionals thoroughly investigated what, if any, disclosures would be required regarding these interested parties. Having gathered and analyzed such data, Skadden, Arps drafted and revised its retention application for approval by the Bankruptcy Court soon after the Petition Date.

72. Subsequently, Skadden, Arps undertook a comprehensive survey of its employees to identify any additional disclosures necessary and makes such disclosures in its supplemental affidavit.

73. Skadden, Arps professionals devoted a total of 171.3 hours to matters relating to the retention of Skadden, Arps during the Application Period for which compensation is sought, with a total time value of \$64,137.00.

III. MATTERS OVER \$25,000

74. During the Application Period, Skadden, Arps professionals devoted time to certain other matters, the time value of which exceeds \$50,000 for each matters. These matters are as follows:

A. Litigation
(Amount Sought: \$42,286.00)

75. During the Application Period, Skadden, Arps prepared defenses to, among other things, claims by consignment vendors and various attempts to lift the automatic stay. Time was also devoted to responding to discovery requests of the Creditors' Committee regarding the Debtors' financing arrangements.

76. Later in the Application Period, Skadden, Arps prepared a motion to dismiss an adversary complaint of a contract counterparty. Skadden, Arps also drafted and filed a motion to extend the period to remove

actions. Finally, Skadden, Arps professionals worked with the Debtors to develop a document retention policy in light of their liquidation.

77. During the Application Period, Skadden, Arps professionals devoted a total of 70.8 hours to such matters for which compensation is sought, with a total time value of \$42,286.00.

B. Claims Administration (Reclamation)
(Amount Sought: \$40,336.00)

78. Shortly after the Petition Date, the Debtors received many reclamation claims from vendors. Professionals at Skadden, Arps spent time drafting reclamation procedures, reviewing reclamation claims and addressing various inquiries of vendors. Later in the Application Period, Skadden Arps drafted responses to various motions for payment of reclamation claims as administrative expenses.

79. Skadden, Arps professionals spent 99.3 hours working on issues related to reclamation claims. In connection with such matters, Skadden, Arps seeks compensation in the amount of \$40,336.00.

C. Credit Card Agreements
(Amount Sought: \$32,608.00)

80. The Debtors were parties to a credit card agreement with Chase and, during the Application Period, the professionals at Skadden, Arps worked with Chase and the Debtors to agree on a stipulation that provided Chase with adequate protection to ensure that the credit card agreement between Chase and the Debtors remained in place while the Debtors operated their stores. Once the Debtors decided to liquidate, the stipulation also provided for the terms of an orderly termination of the agreement with Chase.

81. During the Application Period, 49.3 hours were spent on these issues for which compensation is sought with a time value of \$32,608.00.

D. Insurance
(Amount Sought: \$30,985.00)

82. Professionals at Skadden, Arps spent time during the Application Period evaluating the Debtors' insurance coverage, making sure that the Debtors' maintained, and were authorized to maintain sufficient coverage for inherent risk over the course of their chapter 11 cases.

83. During the Application Period, 41.5 hours were spent on these issues, as well as related matters, for which compensation is sought with a time value of \$30,985.00.

E. Creditor Meetings
(Amount Sought: \$30,712.00)

84. During the Application Period, professionals at Skadden, Arps spent time preparing for and attending meetings and holding teleconferences with the Creditors' Committee and its professionals. At such meetings and on such teleconferences, Skadden, Arps worked to resolve the objections of the Creditors' Committee to various matters and provided information in response to the Creditors' Committee's request.

85. During the Application Period, 36.4 hours were spent working with the Creditors' Committee, for which compensation is sought with a time value of \$30,712.00.

F. Disclosure Statement
(Amount Sought: \$30,688.00)

86. During the Application Period, Skadden, Arps professionals drafted a motion to extend the exclusive periods to file and solicit a plan. Skadden,

Arps also began drafting a disclosure statement and a solicitation procedures motion.

87. Skadden, Arps professionals spent 52.4 hours working on disclosure statement matters. In connection with such matters, Skadden, Arps seeks compensation in the amount of \$30,688.00.

G. Claims Administration (General)
(Amount Sought: \$28,071.00)

88. During the Application Period, professionals at Skadden, Arps responded to various inquiries from creditors and other parties in interest regarding filing and payment of claims. Moreover, Skadden, Arps professionals filed a motion for bar dates by which proofs of claim must be filed against the Debtors.

89. During the Application Period, professionals at Skadden, Arps spent 56.7 hours on claims administration matters for which compensation is sought in the amount of \$28,071.00.

H. Automatic Stay (Relief Action)
(Amount Sought: \$29,031.00)

90. During the Application Period, several parties doing business with the Debtors sought relief

from the automatic stay to terminate contracts or otherwise proceed against the Debtors. In turn, professionals at Skadden, Arps drafted, revised and filed objections to these motions, while concurrently attempting to reach negotiated solutions.

91. Skadden, Arps professionals spent 111.9 hours warding off requests for relief from the automatic stay. In connection with such matters, Skadden, Arps seeks compensation in the amount of \$29,031.00.

I. Asset Dispositions (Real Property)
(Amount Sought: \$26,047.00)

92. During the Application Period, Skadden, Arps prepared a motion seeking the approval of bidding procedures to conduct an auction for the assumption and assignment of the Debtors' leases, as well as the approval of such assumptions and assignments at a sale hearing following the auction. Skadden, Arps professionals worked closely with the Debtors and the Debtors' real estate advisors to address issues that arose regarding the contemplated auction and sale.

93. During the Application Period, 39.6 hours were spent on matters related to the sale of the Debtors'

real property for which compensation is sought with a time value of \$26,047.00.

J. Secured Claims
(Amount Sought: \$25,101.00)

94. During the Application Period, Skadden, Arps professionals dealt with two primary types of secured claims -- those of consignment vendors and those of mechanics and materialmen. For each of these types of claims, Skadden, Arps researched various issues relating to the perfection of such claims. Moreover, these claims were tracked so as to be accounted for in the Debtors' budget. Finally, Skadden, Arps responded to numerous inquiries by holders of such claims regarding, among other things, payment.

95. Professionals at Skadden, Arps spent 55.6 hours working on matters related to secured claims, with a time value of \$25,101.00.

IV. MATIERS UNDER \$25,000

96. Skadden, Arps devoted time to other matters for the Debtors, the time value of which is less than \$25,000 for each matter. These matters included general corporate advice, business operations and

strategic planning, disposition of inventory, intellectual property matters, regulatory and SEC matters, reorganization plan matters, and reports and schedules and U.S. Trustee matters. Skadden, Arps devoted a total of 62.6 hours to these matters and seeks compensation for these matters in the aggregate amount of \$40,405.00.

ALLOWANCE OF COMPENSATION

97. Compensation Sought. Because of the benefits realized by the Debtors, the nature of these cases, the standing at the bar of the attorneys who rendered services, the amount of work done, the time consumed, the skill required, and the contingent nature of the compensation, Skadden, Arps requests that it be allowed at this time all compensation for the professional services rendered during the Application Period. Additionally, Skadden, Arps seeks payment of the remaining fifteen percent (15%) of the of the value of professional services rendered during the Application Period, less accommodations made during the preparation of this Application, totaling \$446,953.00. Skadden, Arps reserves the right to return to this Court seeking

reimbursement for amounts related to work performed or expenses incurred during the Application Period but not yet reflected in the firm's time records or to amend the amounts listed herein to correct any bookkeeping errors. In the event that a subsequent review reveals that additional professional services have been rendered or expenses have been incurred on behalf of the Debtors during the Application Period, which were not processed by the firm's accounting system before the time of this Application, Skadden, Arps reserves the right to seek such additional fees and expenses by subsequent application to the Court.⁴

98. Skadden, Arps achieved cost efficiencies by employing a streamlined case management structure. Instead of assigning various attorneys to the myriad of tasks that arose during these cases, Skadden, Arps designated a core group of associates who were assigned responsibility for specific matters and types of matters. This (i) allowed some attorneys to work almost

⁴ Skadden, Arps further reserves the right to request additional compensation at a later date for time spent preparing this interim fee application.

exclusively on discrete matters in the Debtors' cases, (ii) permitted the case to be staffed with as little partner involvement as appropriate, and (iii) enabled Skadden, Arps to avoid performing duplicative or unnecessary work.

99. Reimbursement of Expenses. Skadden, Arps has disbursed, and requests allowance reimbursement for \$128,170.00, which represents actual, necessary expenses incurred in the rendition of professional services in these cases.⁵

100. Other than between Skadden, Arps and its affiliated law practices and their members, no agreement or understanding exists between Skadden, Arps and any other person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases, nor will any be made except as permitted pursuant to Bankruptcy Code section 504(b)(1).

⁵ Exhibit E to this Application provides further information and detail concerning the firm's expenses.

WHEREFORE, Skadden, Arps respectfully requests

(a) approval of interim compensation for professional services rendered as attorneys for the Debtors in the sum of \$3,074,399.00 for one hundred percent (100%) fees incurred during the Application Period;

(b) authorization for payment of \$446,953.00 as fifteen percent (15%) of fees held back less additional accommodations; (c) approval of reimbursement of actual and necessary expenses incurred in the sum of \$128,170.00; and (d) such other and further relief as is just and proper.

Dated: March 17, 2009

SKADDEN, ARPS, SLATE, MEAGHER & FLOM
LLP

/s/ Gregg M. Galardi
Gregg M. Galardi (I.D. No. 2991)
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

EXHIBIT A

(Retention Order)

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- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
313 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors, : Jointly Administered
- - - - - X

ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 327(a) AND
329, BANKRUPTCY RULES 2014 AND 2016, AND LOCAL RULES
2014-1 AND 2016-1 AUTHORIZING EMPLOYMENT AND RETENTION
OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND
AFFILIATES AS BANKRUPTCY COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

Upon the application (the "Application")¹ of
the Debtors for an order, pursuant to Bankruptcy Code
sections 327(a) and 329, Bankruptcy Rules 2014 and 2016

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.



and Local Rules 2014-1 and 2016-1, authorizing the employment and retention of Skadden, Arps, effective as of the Petition Date, under a general retainer as the Debtors' bankruptcy counsel; and the Court having reviewed the Application and the Galardi Declaration; and the Court being satisfied with the representations made in the Application and the Galardi Declaration that Skadden, Arps does not hold or represent any interest adverse to the Debtors or their estates, that it is a "disinterested person" as that term is defined pursuant to Bankruptcy Code section 101(14); and that its employment is necessary and in the best interests of the Debtors' estates, creditors, and other parties in interest; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED.

2. Pursuant to Bankruptcy Code sections 327(a) and 329, the Debtors, as debtors and debtors in possession, are authorized to employ and retain Skadden, Arps as their bankruptcy counsel under a general retainer, effective as of the Petition Date, in accordance with the Application, Engagement Agreement, the Galardi Declaration and this Order, and to perform the services described therein.

3. Skadden, Arps shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee Fee Guidelines, and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

4. As promptly as practicable after all fees and charges accrued prior to the Petition Date have been finally posted within the Firm's computerized billing system, Skadden, Arps will issue a final detailed billing statement to the Company for the actual fees, charges, and disbursements incurred for the period prior to the Petition Date (the "Final Prepetition Bill Amount"). Skadden, Arps is authorized to reconcile the Final

Prepetition Bill Amount with the On-Account Cash. To the extent that the Final Prepetition Bill Amount is less than the On-Account Cash, Skadden, Arps may hold the full amount of the difference as a postpetition evergreen retainer to be applied against any amounts approved by the Court in connection with any Skadden, Arps' final fee application in these cases. In the event that the Final Prepetition Bill Amount exceeds the On-Account Cash, Skadden, Arps shall be deemed to have waived any claim against the Debtors for payment with respect to the amount by which the Final Prepetition Bill Amount exceeds the On-Account Cash.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
December __, 2008
Dec 8 2008

/s/ Kevin Huennekens
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: 12/8/08

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
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- and -

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- and -

/a/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Proposed Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that proposed order has been
endorsed by all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT B

(Interim Compensation Order)

Gregg M. Galardi, Esq.
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333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Proposed Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - X

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION**

Upon the motion (the "Motion") of the Debtors¹

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0211), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR. (cont'd)

for entry of an order under Bankruptcy Code sections 105(a) and 331, establishing procedures for interim compensation and reimbursement of expenses of professionals on a monthly basis; and due and sufficient notice of the Motion² having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. Except as may otherwise be provided in orders of this Court authorizing the retention of specific professionals, all professionals in these cases may seek interim compensation in accordance with the procedures set forth in Exhibit A attached hereto.
3. Each member of any Committee (once appointed) shall be permitted to submit statements of expenses and

(cont'd from previous page)

LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23231.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

supporting vouchers (which may include individual Committee members' counsel's travel expenses incurred in connection with official committee business) to counsel to such Committee, which shall collect and submit such requests for reimbursement in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of Professionals; provided, however, that all Committee members' requests for reimbursement of such Committee members' attorneys' fees or expenses (other than travel expenses) must be made by separate application and scheduled for hearing upon proper notice.

4. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

6. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
December ____, 2008
Dec 9 2008

/s/ Kevin Huennekens
HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: 12/9/08

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
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/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
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901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

SEEN AND NO OBJECTION:

/s/ Robert B. Van Arsdale (with permission by email dated
12/8/08)

Robert B. Van Arsdale, Esq.
Office of the U.S. Trustee
701 E. Broad St., Suite 4304
Richmond VA 23219
(804) 771-2327

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby
certify that the foregoing proposed order has been endorsed
by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

Exhibit A
(Interim Compensation Procedures)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
: Jointly Administered
Debtors. :
:
- - - - - X

CIRCUIT CITY STORES, INC.
INTERIM COMPENSATION PROCEDURES

(a) On the date that is no earlier than the 10th day of each month following the month for which compensation is sought, each Professional will serve a Monthly Fee Request, which need not include a narrative, but must include time and expense detail, on the following parties (collectively, the "Notice Parties"): (i) Circuit City Stores, Inc., 9950 Mayland Drive, Richmond, Virginia 23233 (Attn: Bruce H. Besanko, Executive Vice President and Chief Financial Officer; and Reginald D. Hedgebeth, Secretary and General Counsel); (ii) Skadden, Arps, Slate, Meagher & Flom LLP, One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899 (Attn: Gregg M. Galardi, Esq.), co-counsel to the Debtors; (iii) McGnireWoods LLP, One James Center, 901 E. Cary Street, Richmond, Virginia 23219 (Attn: Douglas M. Foley, Esq.), co-counsel to the Debtors; (iv) the Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond, Virginia (Attn: Robert B. Van Arsdale); and (v) Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11th Floor, Los Angeles, California 90067-4100 (Attn: Jeff Pomerantz), counsel to the official committee of unsecured creditors (the "Committee") appointed in these chapter 11 cases.

(b) Each Notice Party will have twenty (20) days after service of a Monthly Fee Request to review the request. Upon the expiration of the 20 day period, the

Debtors will promptly pay each Professional its "Actual Interim Payment" equal to the lesser of (i) 85% of the fees and 100% of the expenses requested in the Monthly Fee Request (the "Maximum Payment") or (ii) 85% of the fees and 100% of the expenses not subject to an objection.

(c) If any Notice Party objects to a Professional's Monthly Fee Request, the objecting party shall, within twenty (20) days of service of the Monthly Fee Request, serve upon the respective Professional and each of the Notice Parties a written "Notice of Objection to Monthly Fee Request" setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay 85% of the agreed upon fees and 100% of the agreed upon expenses. If the parties are unable to reach a resolution of the objection within twenty (20) days after service of the objection, the objecting party shall file its objection (the "Objection") with the Court within three (3) business days and serve such Objection on the respective Professional and each of the Notice Parties. Thereafter, the Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount") or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection, if requested by the parties.

(d) Beginning with the three-month period ending on January 31, 2009, and at three-month intervals thereafter (the "Interim Fee Period"), each of the Professionals must file with the Court and serve on the Notice Parties an interim fee application (the "Interim Fee Application") for compensation and reimbursement of expenses sought in the Monthly Fee Requests served during such period. The Interim Fee Application must include a narrative discussion, as well as a summary of the Monthly Fee Requests that are the subject of the application and appropriate time and expense detail. Each Professional shall serve notice of its Interim Fee Application (which identifies the Professional seeking compensation, discloses

the period for which the payment of compensation and reimbursement of expenses is being sought, and describes the amount of compensation and expenses sought) on all parties that have entered their appearance pursuant to Bankruptcy Rule 2002. Parties will have twenty (20) days after service of an Interim Fee Application to object thereto. Each Professional must file its Interim Fee Application within 45 days after the end of the Interim Fee Period for which the request seeks allowance of compensation and reimbursement of expenses. The first Interim Fee Application should cover the Interim Fee Period from the Petition Date through and including January 31, 2009. Any Professional that fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses with respect to any subsequent Interim Fee Period until such time as an Interim Fee Application is filed and served by the Professional.

(e) The Debtors shall request that the Court schedule a hearing on the Interim Fee Applications at least once every three months, with the first hearing to be held between April 1, and April 30, 2009. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 15% holdback) and expenses not previously paid.

(f) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.

(g) Neither the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an Objection, will bind any party-in-interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals under these compensation procedures are subject to disgorgement until final allowance by the Court.

EXHIBIT C

(Statements)

NOVEMBER 10, 2008 - NOVEMBER 31, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

DIRECT DIAL
(312) 407-0700
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(312) 407-8660
E-MAIL: ADMIN@SKADDEN.COM

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December 11, 2008

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VIENNA

Reginald D. Hedgebeth
General Counsel
Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, Virginia 23233

Re: In re Circuit City Stores, Inc.,
Case No. 08-35653 (KRH),
Jointly Administered

Dear Reggie:

Enclosed is our firm's fee request for services rendered and charges and disbursements incurred from November 10, 2008 through November 30, 2008 (the "Fee Period"), in connection with the post-petition work performed as counsel to Circuit City Stores, Inc. (the "Company"). The fee request has been prepared in accordance with the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on December 9, 2008 in the above referenced Chapter 11 cases (the "Order").

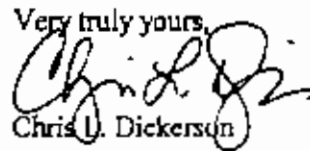
The fee request is in the aggregate amount of \$897,598 consisting of \$877,737 for professional fees and \$19,861 for charges and disbursements. The principal charges during the Fee Period were for Tax Matters (\$194,862), Leases (Real Property) (\$153,869), and Vendor Matters (\$100,439). We have written off the amount of \$21,513 as an accommodation in connection with our regular billing review process. This amount includes, among other categories, 50% of non-working travel time and time charges for certain professionals billing less than three hours during the month on a client level basis.

The Order authorizes the Company to pay professionals in the cases monthly for 85% of fees and 100% of charges and disbursements. If the fee request is acceptable to you and no timely and proper objections are made prior to January 2, 2009 pursuant to the Order, you will be authorized to pay to our firm at that time

Reginald D. Hedgebeth
December 11, 2008
Page 2

the amount of \$769,815 with respect to the fee request, which amount is net of the 15% fee holdback amount of \$132,336. Payment of the holdback amount remains subject to Court authorization after a hearing on an interim fee application for the period of November 10, 2008 through January 31, 2009.

Should you have any questions or comments, please do not hesitate to call me at your convenience.

Very truly yours,

Chris L. Dickerson

Enclosures

cc: James Marcum
Sandy Raabe
Gregg Galardi
Linda Edwards

**SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
AND AFFILIATES**

Circuit City Stores, Inc. (DIP)
9950 Mayland Drive
Richmond, Virginia 23233

December 8, 2008
Bill No.: 1241519

TIN: 13-1777230

| PLEASE REMIT TO: | | | |
|------------------|---|-----------------|--|
| <u>By Check:</u> | SASM & F LLP P.O. Box 1784 White Plains, NY 10602 | <u>By Wire:</u> | <u>In US Dollars to:</u> Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 For Credit To Account: 30060143 Reference Bill No.: 1241519 |

Invoice # 1241519

Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED as set
forth in the attached Summary of Services
as follows:

For General Corporate Advice \$2,552

Charges and Disbursements

| | | |
|---------------------------------------|----|--------------|
| Computer Legal Research | \$ | 1,517 |
| Courier, Express | | |
| Delivery and Postage | | 8 |
| Electronic Document Management | | 83 |
| Reproduction and Document Preparation | | 278 |
| Travel Expenses | | 1,797 |
| Total Disbursements | | <u>3,683</u> |
| | \$ | 6,235 |

For Asset Analysis and Recovery \$12,823

PAYMENT DUE UPON RECEIPT.

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.

PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS WHICH HAVE NOT BEEN RECORDED AS OF THE ABOVE DATE
WILL BE BILLED SUBSEQUENTLY.

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP); through November 30, 2008

| | | |
|--|----|----------|
| | \$ | 12,823 |
| For Asset Dispositions (General) | | \$2,741 |
| | \$ | 2,741 |
| For Assets Dispositions (Inventory) | | \$2,984 |
| | \$ | 2,984 |
| For Asset Dispositions (Real Property) | | \$21,464 |
| | \$ | 21,464 |
| For Automatic Stay (Relief Actions) | | \$932 |
| | \$ | 932 |
| For Business Operations / Strategic Planning | | \$284 |
| | \$ | 284 |
| For Case Administration | | \$54,055 |
| <u>Charges and Disbursements</u> | | |
| Computer Legal Research | \$ | 223 |
| Courier, Express | | |
| Delivery and Postage | | 80 |

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP); through November 30, 2008

| | |
|---------------------------------------|--------------|
| Electronic Document Management | 157 |
| Reproduction and Document Preparation | 25 |
| Travel Expenses | 1,131 |
| Total Disbursements | <u>1,716</u> |
| | \$ 55,771 |

For Claims Admin. (General) \$8,939

Charges and Disbursements

| | |
|-------------------------------|-----------|
| Computer Legal Research | \$ 49 |
| Total Disbursements | <u>49</u> |
| | \$ 8,988 |

For Claims Admin. (Reclamation/Trust Funds) \$11,442

Charges and Disbursements

| | |
|-------------------------------|------------|
| Computer Legal Research | \$ 174 |
| Total Disbursements | <u>174</u> |
| | \$ 11,616 |

For Credit Card Agreements \$8,861

\$ 8,861

For Creditor Meetings / Statutory Committees \$16,914

\$ 16,914

For Disclosure Statement / Voting Issues \$30,688

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through November 30, 2008

Charges and Disbursements

| | | |
|-------------------------------|----|------------|
| Computer Legal Research | \$ | 210 |
| Total Disbursements | | <u>210</u> |
| | \$ | 30,898 |

For Employee Matters (General) \$63,033

Charges and Disbursements

| | | |
|-------------------------------|----|--------------|
| Computer Legal Research | \$ | 2,153 |
| Travel Expenses | | 59 |
| Total Disbursements | | <u>2,212</u> |
| | \$ | 65,245 |

For Employee Matters (Labor Unions) \$0

Charges and Disbursements

| | | |
|-------------------------------|----|------------|
| Computer Legal Research | \$ | 432 |
| Total Disbursements | | <u>432</u> |
| | \$ | 432 |

For Executory Contracts (Personalty) \$8,603

\$ 8,603

For Financing (DIP and Emergence) \$27,017

\$ 27,017

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through November 30, 2008

For Insurance \$11,890

\$ 11,890

For Intellectual Property \$2,449

Charges and Disbursements

Computer Legal Research \$ 101

Total Disbursements 101

\$ 2,550

For Leases (Real Property) \$151,435

Charges and Disbursements

Computer Legal Research \$ 2,434

Total Disbursements 2,434

\$ 153,869

For Litigation (General) \$20,807

Charges and Disbursements

Computer Legal Research \$ 2,076

Travel Expenses 22

Total Disbursements 2,098

\$ 22,905

For Nonworking Travel Time \$12,676

\$ 12,676

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through November 30, 2008

For Regulatory and SEC Matters \$578

\$ 578

For Reorganization Plan / Plan Sponsors \$5,813

\$ 5,813

For Reports and Schedules \$1,040

Charges and Disbursements

Computer Legal Research \$ 630

Total Disbursements 630

\$ 1,670

For Retention / Fee Matters (SASM&F) \$37,786

\$ 37,786

For Retention / Fee Matters / Objections (Others) \$23,112

\$ 23,112

For Secured Claims \$14,783

Charges and Disbursements

Computer Legal Research \$ 3,008

Total Disbursements 3,008

TIME SUMMARY - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through November 30, 2008

| | | |
|---------------------------------------|----|------------------|
| | \$ | 17,791 |
| | | |
| For Tax Matters | | \$193,996 |
| | | |
| <u>Charges and Disbursements</u> | | |
| Computer Legal Research | \$ | 726 |
| Reproduction and Document Preparation | | 140 |
| Total Disbursements | | <u>866</u> |
| | \$ | 194,862 |
| | | |
| For U.S. Trustee Matters | | \$1,229 |
| | \$ | 1,229 |
| | | |
| For Utilities | | \$28,620 |
| | \$ | 28,620 |
| | | |
| For Vendor Matters | | \$98,191 |
| | | |
| <u>Charges and Disbursements</u> | | |
| Computer Legal Research | \$ | 2,248 |
| Total Disbursements | | <u>2,248</u> |
| | \$ | 100,439 |
| | | |
| Total Fees | | \$877,737 |
| Total Charges & Disbursements | | \$19,861 |
| Grand Total | | <u>\$897,598</u> |

DECEMBER 1, 2008 - DECEMBER 31, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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VIENNA

January 21, 2009

Reginald D. Hedgebeth
General Counsel
Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, Virginia 23233

Re: In re Circuit City Stores, Inc.,
Case No. 08-35653 (KRH),
Jointly Administered

Dear Reggie:

Enclosed is our firm's fee request for services rendered and charges and disbursements incurred from December 1, 2008 through December 31, 2008 (the "Fee Period"), in connection with the post-petition work performed as counsel to Circuit City Stores, Inc. (the "Company"). The fee request has been prepared in accordance with the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on December 9, 2008 in the above referenced Chapter 11 cases (the "Order").

The fee request is in the aggregate amount of \$1,174,044 consisting of \$1,127,539 for professional fees and \$45,505 for charges and disbursements. The principal charges during the Fee Period were for Leases (Real Property) (\$270,020), Tax Matters (\$94,329), and Vendor Matters (\$24,875). We have written off the amount of \$66,220 as an accommodation in connection with our regular billing review process. This amount includes, among other categories, 50% of non-working travel time and time charges for certain professionals billing less than five hours during the month on a client level basis.

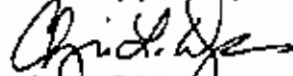
The Order authorizes the Company to pay professionals in the cases monthly for 85% of fees and 100% of charges and disbursements if no objections to a fee request have been made within 20 days of notice having being given with respect to such a request. Thus, if the fee request is acceptable to you and no timely

Reginald D. Hedgebeth
January 20, 2009
Page 2

objections are made prior to February 10, 2009, you are authorized to pay to our firm the amount of \$1,003,913 with respect to the fee request, which amount is net of the 15% fee holdback amount of \$169,131. Payment of the holdback amount remains subject to Court authorization after a hearing on an interim fee application for the period of November 10, 2008 through January 31, 2009.

Should you have any questions or comments, please do not hesitate to call me at your convenience.

Very truly yours,



Chris L. Dickerson

Enclosures

cc: James Marcum
Sandy Reabe
Gregg Gajardi
Linda Edwards

**SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
AND AFFILIATES**

Circuit City Stores, Inc. (DIP)
9950 Mayland Drive
Richmond, Virginia 23233

January 13, 2009
Bill No.: 1246913

TIN: 13-1777230

| PLEASE REMIT TO: | | | |
|------------------|---|----------|---|
| By Check: | SASM & F LLP P.O. Box 1764 White Plains, NY 10602 | By Wire: | In US Dollars to: Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 For Credit To Account: 30060143 Reference Bill No.: 1246913 |

Invoice # 1246913

Re: Corporate Advice, Financing and Special Projects

TO PROFESSIONAL SERVICES RENDERED as set
forth in the attached Summary of Services
as follows:

For General Corporate Advice \$2,484

\$ 2,484

For Asset Analysis and Recovery \$19,214

Charges and Disbursements

Telecommunications \$ 7

Total Disbursements 7

\$ 19,221

PAYMENT DUE UPON RECEIPT.

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.

PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS WHICH HAVE NOT BEEN RECORDED AS OF THE ABOVE DATE
WILL BE BILLED SUBSEQUENTLY.

843

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through December 31, 2008

For Asset Dispositions (General) \$23,406

Charges and Disbursements

| | | |
|-------------------------------|----|------------|
| Computer Legal Research | \$ | 409 |
| Telecommunications | | 8 |
| Travel Expenses | | 38 |
| Total Disbursements | | <u>455</u> |
| | \$ | 23,861 |

For Automatic Stay (Relief Actions) \$11,134

Charges and Disbursements

| | | |
|-------------------------------|----|------------|
| Computer Legal Research | \$ | 271 |
| Total Disbursements | | <u>271</u> |
| | \$ | 11,405 |

For Business Operations / Strategic Planning \$0

Charges and Disbursements

| | | |
|-------------------------------|----|------------|
| Computer Legal Research | \$ | 262 |
| Total Disbursements | | <u>262</u> |
| | \$ | 262 |

For Case Administration \$90,399

Charges and Disbursements

| | | |
|---------------------------------------|----|---------------|
| Computer Legal Research | \$ | 7,378 |
| Courier, Express | | |
| Delivery and Postage | | 225 |
| Telecommunications | | 358 |
| Electronic Document Management | | 941 |
| Reproduction and Document Preparation | | 400 |
| Travel Expenses | | 11,066 |
| Total Disbursements | | <u>20,368</u> |

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through December 31, 2008

\$ 110,767

For Claims Admin. (General) \$6,281

Charges and Disbursements

Telecommunications \$ 66

Travel Expenses 46

Total Disbursements 112

\$ 6,393

For Claims Admin. (Reclamation/Trust Funds) \$24,865

Charges and Disbursements

Computer Legal Research \$ 693

Total Disbursements 693

\$ 25,558

For Credit Card Agreements \$12,635

\$ 12,635

For Creditor Meetings / Statutory Committees \$10,382

\$ 10,382

For Employee Matters (General) \$103,590

Charges and Disbursements

Computer Legal Research \$ 4,043

47

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through December 31, 2008

| | |
|---------------------------|--------------|
| Telecommunications | 0 |
| Travel Expenses | 262 |
| Total Disbursements | <u>4,313</u> |
| | \$ 107,903 |

For Executory Contracts (Personalty) \$11,877

Charges and Disbursements

| | |
|---------------------------|-----------|
| Travel Expenses | \$34 |
| Total Disbursements | <u>34</u> |
| | \$ 31,911 |

For Financing (DIP and Emergence) \$220,147

Charges and Disbursements

| | |
|---------------------------------------|--------------|
| Computer Legal Research | \$ 1,215 |
| Courier, Express | |
| Delivery and Postage | 25 |
| Telecommunications | 350 |
| Electronic Document Management | 192 |
| Reproduction and Document Preparation | 93 |
| Travel Expenses | 2,030 |
| Total Disbursements | <u>4,705</u> |
| | \$ 224,852 |

For Insurance \$17,775

\$ 17,775

For Leases (Real Property) \$267,217

Charges and Disbursements

211

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through December 31, 2008

| | | |
|---------------------------------------|----|--------------|
| Computer Legal Research | \$ | 1,508 |
| Courier, Express | | |
| Delivery and Postage | | 67 |
| Reproduction and Document Preparation | | 314 |
| Travel Expenses | | 914 |
| Total Disbursements | | <u>2,803</u> |
| | \$ | 270,020 |

For Litigation (General) \$0

Charges and Disbursements

| | | |
|--------------------------------------|----|--------------|
| Electronic Document Management | \$ | 1,546 |
| Total Disbursements | | <u>1,546</u> |
| | \$ | 1,546 |

For Nonworking Travel Time \$24,908

Charges and Disbursements

| | |
|---------------------------|--------------|
| Travel Expenses | \$2,592 |
| Total Disbursements | <u>2,592</u> |
| | \$ 27,500 |

For Reports and Schedules \$12,570

\$ 12,570

For Retention / Fee Matters (SASM&F) \$17,290

Charges and Disbursements

| | | |
|---------------------------------------|----|-------|
| Courier, Express | | |
| Delivery and Postage | \$ | 896 |
| Reproduction and Document Preparation | | 3,459 |

41

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIF): through December 31, 2008

| | | |
|---|----|--------------|
| Travel Expenses | 79 | |
| Total Disbursements | | <u>4,434</u> |
| | \$ | 21,724 |
| | | |
| For Retention / Fee Matters / Objections (Others) | | \$38,394 |
| | \$ | 38,394 |
| | | |
| For Secured Claims | | \$4,573 |
| | | |
| <u>Charges and Disbursements</u> | | |
| Travel Expenses | | \$45 |
| Total Disbursements | | <u>45</u> |
| | \$ | 4,618 |
| | | |
| For Tax Matters | | \$94,329 |
| | | |
| <u>Charges and Disbursements</u> | | |
| Computer Legal Research | \$ | 1,563 |
| Telecommunications | | 137 |
| Reproduction and Document Preparation | | 208 |
| Travel Expenses | | 312 |
| Total Disbursements | | <u>2,220</u> |
| | \$ | 96,549 |
| | | |
| For Utilities | | \$70,597 |
| | | |
| <u>Charges and Disbursements</u> | | |
| Computer Legal Research | \$ | 215 |
| Courier, Express | | |
| Delivery and Postage | | 27 |

843

TIME SUMMARY - - ALL MATTERS
CIRCUIT CITY STORES, INC. (DIP): through December 31, 2008

Total Disbursements 242
\$ 70,839

For Vendor Matters \$23,472

Charges and Disbursements

Computer Legal Research \$ 1,303
Telecommunications 80
Travel Expenses 20

Total Disbursements 1,403
\$ 24,875

Total Fees 51,127,539

Total Charges & Disbursements \$45,505

Grand Total \$1,174,044

JANUARY 1, 2009 - JANUARY 31, 2009

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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MOSCOW
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TORONTO
VIENNA

February 25, 2009

Reginald D. Hedgebeth
General Counsel
Circuit City Stores, Inc.
9950 Mayland Drive
Richmond, Virginia 23233

Re: In re Circuit City Stores, Inc.,
Case No. 08-35653 (KRH),
Jointly Administered

Dear Reggie:

Enclosed is our firm's fee request for services rendered and charges and disbursements incurred from January 1, 2008 through January 31, 2008 (the "Fee Period"), in connection with the post-petition work performed as counsel to Circuit City Stores, Inc. (the "Company"). The fee request has been prepared in accordance with the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures entered on December 9, 2008 in the above referenced Chapter 11 cases (the "Order").

The fee request is in the aggregate amount of \$1,147,641 consisting of \$1,085,837 for professional fees and \$61,804 for charges and disbursements. The principal charges during the Fee Period were for Leases (Real Property) (\$144,653), Tax Matters (\$36,245), and Vendor Matters (\$28,572). We have written off the amount of \$47,906 as an accommodation in connection with our regular billing review process. This amount includes, among other categories, 50% of non-working travel time and time charges for certain professionals billing less than five hours during the month on a client level basis.

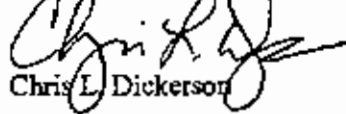
The Order authorizes the Company to pay professionals in the cases monthly for 85% of fees and 100% of charges and disbursements if no objections to a fee request have been made within 20 days of notice having being given with

Reginald D. Hedgebeth
February 25, 2009
Page 2

respect to such a request. Thus, if the fee request is acceptable to you and no timely objections are made prior to March 19, 2009, you are authorized to pay to our firm the amount of \$984,765 with respect to the fee request, which amount is net of the 15% fee holdback amount of \$162,876. Payment of the holdback amount remains subject to Court authorization after a hearing on an interim fee application for the period of November 10, 2008 through January 31, 2009.

Should you have any questions or comments, please do not hesitate to call me at your convenience.

Very truly yours,


Chris L. Dickerson

Enclosures

cc: James Marcum
Sandy Raabe
Gregg Galardi
Linda Edwards

**SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP**
AND AFFILIATES

Circuit City Stores, Inc. (DIP)
9950 Mayland Drive
Richmond, Virginia 23233

February 24, 2009
Bill No.: 1251626

TIN: 13-1777230

| PLEASE REMIT TO: | | | |
|------------------|---|----------|---|
| By Check: | SASM & F LLP P.O. Box 1764 White Plains, NY 10602 | By Wire: | In US Dollars to: Citibank, N.A., New York A.B.A. Number: 021000089 Swift Code: CITIUS33 For Credit To Account: 30060143 Reference Bill No.: 1251626 |

Invoice # 1251626

Re: Corporate Advice, Financing and Soecial Projects

TO PROFESSIONAL SERVICES RENDERED
through January 31, 2009, as set forth in
the artatched Summary of Services as
follows:

For General Corporate Advice\$ 6,479

Charges and Disbursements

Total Disbursements..... 0

\$ 6,479

For Asset Analysis and Recovery\$ 40,751

Charges and Disbursements

Computer Legal Research\$ 43

Reproduction and Document Preparation 378

Total Disbursements..... 421

\$ 41,172

PAYMENT DUE UPON RECEIPT.

MAY INCLUDE PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS FROM AFFILIATES.

PROFESSIONAL SERVICES, CHARGES AND DISBURSEMENTS WHICH HAVE NOT BEEN RECORDED AS OF THE ABOVE DATE
WILL BE BILLED SUBSEQUENTLY.

543E

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 2

For Asset Dispositions (General)\$ 269,271

Charges and Disbursements

| | |
|---------------------------------------|--------------|
| Computer Legal Research | \$ 106 |
| Courier, Express | |
| Delivery and Postage | 356 |
| Outside Research Services | 12 |
| Reproduction and Document Preparation | 811 |
| Travel Expenses | 6,379 |
| Total Disbursements | <u>7,664</u> |
| | \$ 276,935 |

For Asset Dispositions (Real Property)\$ 4,583

Charges and Disbursements

| | |
|---------------------------|----------|
| Total Disbursements | <u>0</u> |
| | \$ 4,583 |

For Automatic Stay (Relief Actions)\$ 45,572

Charges and Disbursements

| | |
|---------------------------------|--------------|
| Computer Legal Research | \$ 3,016 |
| Outside Research Services | 4 |
| Total Disbursements | <u>3,020</u> |
| | \$ 48,592 |

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 3

For Case Administration\$ 57,302

Charges and Disbursements

| | |
|---------------------------------------|--------------|
| Computer Legal Research | \$ 5,479 |
| Courier, Express | |
| Delivery and Postage | 268 |
| Telecommunications | 14 |
| Outside Research Services | 426 |
| Electronic Document Management | 302 |
| Reproduction and Document Preparation | 520 |
| Travel Expenses | 1,725 |
| Total Disbursements | <u>8,734</u> |
| | \$ 66,036 |

For Claims Admin. (General)\$ 14,577

Charges and Disbursements

| | |
|-------------------------------|-----------|
| Computer Legal Research | \$ 50 |
| Total Disbursements | <u>50</u> |
| | \$ 14,627 |

For Claims Admin. (Reclamation/Trust Funds)\$ 4,029

Charges and Disbursements

| | |
|---------------------------------|------------|
| Computer Legal Research | \$ 234 |
| Outside Research Services | 21 |
| Total Disbursements | <u>255</u> |
| | \$ 4,284 |

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 4

For Credit Card Agreements\$ 11,112

Charges and Disbursements

Computer Legal Research\$ 164

Total Disbursements 164

\$ 11,276

For Creditor Meetings / Statutory Committees ...\$ 3,416

Charges and Disbursements

Outside Research Services\$ 16

Total Disbursements 16

\$ 3,432

For Employee Matters (General)\$ 234,067

Charges and Disbursements

Computer Legal Research\$ 13,258

Courier, Express

Delivery and Postage 3,025

Reproduction and Document Preparation 4

Total Disbursements 16,287

\$ 250,354

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 5

For Executory Contracts (Personalty)\$ 24,591

Charges and Disbursements

Computer Legal Research \$ 1,951

Total Disbursements..... 1,951

\$ 26,542

For Financing (DIP and Emergence)\$ 23,018

Charges and Disbursements

Computer Legal Research \$ 4,023

Outside Research Services 33

Reproduction and Document Preparation 8

Travel Expenses 334

Total Disbursements..... 4,398

\$ 27,416

For Insurance\$ 1,320

Charges and Disbursements

Total Disbursements..... 0

\$ 1,320

For Intellectual Property\$ 1,547

Charges and Disbursements

Total Disbursements..... 0

\$ 1,547

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 6

For Leases (Real Property)\$ 144,653

Charges and Disbursements

| | |
|---------------------------------------|------------|
| Computer Legal Research | \$ 799 |
| Courier, Express | |
| Delivery and Postage | 10 |
| Outside Research Services | 60 |
| Reproduction and Document Preparation | 2 |
| Total Disbursements | <u>871</u> |
| | \$ 145,524 |

For Litigation (General)\$ 21,479

Charges and Disbursements

| | |
|---------------------------------------|------------|
| Computer Legal Research | \$ 63 |
| Outside Research Services | 16 |
| Electronic Document Management | 194 |
| Reproduction and Document Preparation | 370 |
| Total Disbursements | <u>643</u> |
| | \$ 22,122 |

For Nonworking Travel Time\$ 29,629

Charges and Disbursements

| | |
|---------------------------|---------------|
| Travel Expenses | \$13,490 |
| Total Disbursements | <u>13,490</u> |
| | \$ 43,119 |

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 7

For Regulatory and SEC Matters\$ 207

Charges and Disbursements

Total Disbursements..... 0

\$ 207

For Reports and Schedules\$ 189

Charges and Disbursements

Total Disbursements..... 0

\$ 189

For Retention / Fee Matters (SASM&F)\$ 9,061

Charges and Disbursements

Courier, Express

Delivery and Postage\$ 12

Total Disbursements..... 12

\$ 9,073

For Retention / Fee Matters / Objections (Others) 28,090
.....\$

Charges and Disbursements

Computer Legal Research\$ 494

Total Disbursements..... 494

\$ 28,584

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 8

For Secured Claims\$ 5,745

Charges and Disbursements

Computer Legal Research\$ 694

Total Disbursements..... 694

\$ 6,439

For Tax Matters\$ 36,245

Charges and Disbursements

Outside Research Services\$ 77

Total Disbursements..... 77

\$ 36,322

For Utilities\$ 40,332

Charges and Disbursements

Computer Legal Research\$ 681

Outside Research Services 12

Total Disbursements..... 693

\$ 41,025

Circuit City Stores, Inc. (DIP)
Monthly Omnibus Statement (January, 2009)
February 24, 2009 - Summary Page 9

For Vendor Matters\$ 28,572

Charges and Disbursements

Computer Legal Research \$ 1,679

Outside Research Services 11

UCC Research/Opinion 180

Total Disbursements 1,870

\$ 30,442

Total Fees\$ 1,085,837

Total Charges and Disbursements 61,804

Grand Total\$ 1,147,641

EXHIBIT D

(Detail of Time Billed)

NOVEMBER 10, 2008 - NOVEMBER 31, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
General Corporate Advice

Bill Date: 12/08/08
Bill Number: 1741519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------------|--|
| GALARDI GM | 11/12/08 | 1.20 | PARTICIPATE IN BOARD CALL RE: FILING AND NEXT STEPS AND RESPONSIBILITIES (1.2). |
| GALARDI GM | 11/14/08 | 1.10 | REVIEW AND COMMENT ON LETTER TO CUSTOMERS, Q&A'S AND OTHER DOCUMENTS (.8); REVIEW AND COMMENT ON BOARD CALENDAR (.3). |
| GALARDI GM | 11/15/08 | 0.40 | REVIEW AND COMMENT ON CRITICAL DATES CALENDAR. |
| | | 2.70 | |
| Total Partner | | 2.70 | |
| MATTER TOTAL | | <u>2.70</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Asset Analysis and Recovery

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|---|
| DICKERSON CL | 11/16/08 | 0.40 | DISCUSSIONS RE CANADIAN MATTERS. |
| DICKERSON CL | 11/17/08 | 1.40 | CONFERENCE CALL WITH OSLER RE CANADIAN PROCEEDINGS (1.1); ANALYSIS OF ISSUES RE SAME (1.3). |
| DICKERSON CL | 11/20/08 | 1.10 | CONTINUED ATTENTION TO ANALYSIS OF CANADIAN ISSUES (1.8); DISCUSSIONS RE SAME (1.3). |
| DICKERSON CL | 11/21/08 | 0.90 | ATTENTION TO ISSUES RE POTENTIAL SALE OF AIRCRAFT (1.3); DISCUSSIONS WITH CLIENT RE SAME (1.2); CONFERENCE CALL WITH SALINAS COUNSEL RE SAME (1.4). |
| DICKERSON CL | 11/22/08 | 0.50 | REVIEW REVISED CANADIAN INITIAL ORDER (1.3); DISCUSSIONS RE SAME (1.2). |
| DICKERSON CL | 11/24/08 | 1.30 | REVIEW DRAFT MONITOR REPORT RE CANADIAN ASSETS. |
| DICKERSON CL | 11/25/08 | 1.20 | CONTINUED ATTENTION TO CANADIAN ISSUES RE MONITOR AND INITIAL ORDER (1.8); DISCUSSIONS WITH OSLER RE SAME (1.4). |
| DICKERSON CL | 11/26/08 | 2.20 | CONTINUED ATTENTION TO CANADIAN ISSUES RE MONITOR AND INITIAL ORDER (1.8); DISCUSSIONS WITH OSLER RE SAME (1.4). |
| DICKERSON CL | 11/30/08 | 0.70 | CONTINUED ATTENTION TO DOCUMENTS RE CANADIAN ISSUES (1.8); DISCUSSIONS WITH OSLER RE SAME (1.1). |
| | | 9.70 | |
| GALARDI GM | 11/17/08 | 0.40 | COORDINATE MEETING WITH CANADIAN COUNSEL AND MONITOR (1.4). |
| GALARDI GM | 11/18/08 | 0.90 | REVIEW AND RESPOND TO EMAIL RE: ROTHSCHILD SALE PROCESS, MONITOR MEETING AND RELATED ISSUES (1.4); CALLS RE: SAME AND PRESENTATION (1.5). |
| GALARDI GM | 11/19/08 | 1.80 | MEETING WITH MONITOR. |
| GALARDI GM | 11/20/08 | 0.40 | FOLLOW-UP RE: INTERCOMPANY ACCOUNTS WITH CANADA. |
| GALARDI GM | 11/22/08 | 0.80 | CALL RE: CANADA OPERATIONS AND NEXT STEPS (1.8). |
| GALARDI GM | 11/26/08 | 0.80 | CALL WITH CANADIAN COUNSEL RE: HEARING AND ISSUES (1.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

5.10

Total Partner 14.80

MATTER TOTAL 14.80

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Asset Dispositions (General)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------------|---|
| GALARDI GM | 11/11/08 | 0.30 | WORK ON 363 TIMELINE WITH ROTHSCHILD (.3). |
| GALARDI GM | 11/12/08 | 0.60 | DEVELOP SALE TIMELINE AND DISCUSS SAME WITH FTI AND ROTHSCHILD (.6). |
| GALARDI GM | 11/17/08 | 0.40 | REVIEW AND COMMENT ON 363 TIMELINE (.4). |
| GALARDI GM | 11/19/08 | 0.10 | WORK ON SALE OF AIRPLANE (.1). |
| GALARDI GM | 11/25/08 | 1.10 | WORK ON STRATEGY RE: FFE SALE IN CLOSING STORES (.4); CALL WITH FTI RE: SAME AND STRATEGY/PROCESS (.7). |
| GALARDI GM | 11/28/08 | 0.20 | REVIEW AND FOLLOW-UP RE: FFE SIDE DEAL (.2). |
| | | 2.90 | |
| Total Partner | | 2.90 | |
| MATTER TOTAL | | <u>2.90</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Assets Dispositions (Inventory)

Bill Date: 12/08/08
Bill Number: 1741519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------------|---|
| GALARDI GM | 11/10/08 | 0.70 | PREPARE FOR AND REPRESENT COMPANY AT HEARING ON STORE CLOSING SALE AND AGENCY AGREEMENT (.7). |
| | | 0.70 | |
| Total Partner | | 0.70 | |
| FREDERICKS IS | 11/25/08 | 3.50 | REVIEW LIQUIDATOR AGREEMENT FOR SALE OF FF&E AND PROVIDE COMMENTS TO SAME; MULTIPLE CORRESPONDENCE TO AND FROM G. GALARDI RE: CONSIDERATIONS RELATED TO AGREEMENT; CONFERENCE CALL WITH S. STEGENGA, K. REAGAN AND G. GALARDI RE: SAME (3.5). |
| FREDERICKS IS | 11/26/08 | 0.80 | TELEPHONE CAL FROM K. REGAN RE: FF&E SALE BY GB/HILCO (.7); CORRESPONDENCE TO G. GALARDI RE: SAME (.1). |
| | | 4.30 | |
| Total Associate | | 4.30 | |
| MATTER TOTAL | | <u>5.00</u> | |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Asset Dispositions (Real Property)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|--------------|--|
| CONWAY DS | 11/10/08 | 6.00 | DRAFT, REVISE AND NEGOTIATE CIRCUIT CITY AND INTERTAN CONFIDENTIALITY AGREEMENTS; CONFERENCES AND COMMUNICATIONS RE/ SAME. |
| CONWAY DS | 11/11/08 | 1.30 | CONDUCT CIRCUIT CITY AND INTERTAN NDA PROCESS. |
| CONWAY DS | 11/12/08 | 1.30 | COORDINATE CONFIDENTIALITY AGREEMENT DRAFTING, REVISIONS AND PROCESS. |
| CONWAY DS | 11/13/08 | 1.50 | DRAFT AND REVISE CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/14/08 | 1.40 | NEGOTIATE CONFIDENTIALITY AGREEMENT CHANGES. |
| CONWAY DS | 11/17/08 | 3.10 | NEGOTIATE CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/18/08 | 3.00 | NEGOTIATE AND REVISE CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/19/08 | 2.70 | NEGOTIATE AND REVISE CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/20/08 | 2.70 | NEGOTIATE AND REVISE CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/21/08 | 1.10 | NEGOTIATE AND REVISE CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/24/08 | 1.30 | NEGOTIATION AND REVISION OF CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/25/08 | 0.90 | NEGOTIATION OF, AND REVISIONS TO, CONFIDENTIALITY AGREEMENTS. |
| CONWAY DS | 11/26/08 | 2.40 | NEGOTIATE AND REVISE CONFIDENTIALITY AGREEMENTS; REVIEW AND COMMENT ON ROTHSCHILD PROCESS LETTER. |
| CONWAY DS | 11/28/08 | 0.80 | NEGOTIATION AND REVISION OF CONFIDENTIALITY AGREEMENTS. |
| | | 29.50 | |
| FREDERICKS IS | 11/25/08 | 2.60 | REVIEW, REVISE AND FINALIZE LEASE PROCEDURES MOTION AND WORK WITH K. GRANT RE: SAME (2.6). |
| | | 2.60 | |
| Total Associate | | 32.10 | |
| MATTER TOTAL | | <u>32.10</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Automatic Stay (Relief Actions)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------------|--|
| FREDERICKS IS | 11/24/08 | 0.80 | REVIEW AND REVISE DRAFT AUTOMATIC STAY LETTER PREPARED BY MCGUIREWOODS AND MULTIPLE CORRESPONDENCE TO AND FROM S. BOEHM RE: SAME (.8). |
| | | 0.80 | |
| LIBERTI SM | 11/14/08 | 0.80 | RESEARCH PROPERTY OF ESTATE/AUTOMATIC STAY ISSUES RE: CIRCUIT CITY GIFT CARDS (0.8). |
| | | 0.80 | |
| Total Associate | | 1.60 | |
| MATTER TOTAL | | <u>1.60</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Business Operations / Strategic Planning

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------------|---|
| GALARDI CM | 11/21/08 | 0.30 | EMAILS WITH B. BESANNO RE: ULTIMATE ELECTRONICS (.3). |
| | | 0.30 | |
| Total Partner | | 0.30 | |
| MATTER TOTAL | | <u>0.30</u> | |

SHADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Case Administration

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|--|
| DICKERSON CL | 11/10/08 | 7.40 | CONTINUED ATTENTION TO ISSUES RE FILING (1.6); PREPARE FOR/ATTEND FIRST DAY HEARING (6.8). |
| DICKERSON CL | 11/11/08 | 1.60 | REVIEW RECENTLY FILED PLEADINGS (.8); REVIEW REVISED FIRST DAY ORDERS FOR FILING (.4); MULTIPLE DISCUSSIONS RE SAME (.4). |
| DICKERSON CL | 11/12/08 | 2.00 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE (.7); REVIEW REVISED FIRST DAY ORDERS FOR FILING (.8); MULTIPLE DISCUSSIONS RE SAME (.5). |
| DICKERSON CL | 11/15/08 | 1.30 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/15/08 | 1.30 | MULTIPLE CONFERENCE CALLS RE STATUS OF POST-FILING MATTERS (1.3). |
| DICKERSON CL | 11/17/08 | 0.50 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/18/08 | 0.40 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/19/08 | 0.30 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/20/08 | 0.80 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/21/08 | 0.60 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/24/08 | 0.40 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/25/08 | 0.40 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| DICKERSON CL | 11/26/08 | 0.70 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE. |
| | | 17.70 | |
| GALARDI GM | 11/10/08 | 3.20 | PREPARE FOR, ATTEND AND REPRESENT CIRCUIT CITY AT FIRST DAY HEARING. |
| GALARDI GM | 11/11/08 | 3.40 | REVIEW AND RESPOND TO NUMEROUS QUESTIONS FOR COMPANY RE: OPERATIONS/LEGAL ISSUES AND CALLS FROM VENDORS SUPPLIERS AND OTHERS (2.1); REVIEW AND COMMENT ON PRESS AND OTHER DISCLOSURES (1.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|-------|--|
| GALARDI GM | 11/24/08 | 0.40 | EMAILS WITH COMMITTEE RE: FIRST DAY NOTIONS (.4). |
| GALARDI GM | 11/29/08 | 0.10 | REVIEW AND RESPOND TO EMAIL RE: THEATRE EXTREME (.1). |
| | | 7.10 | |
| Total Partner | | 24.80 | |
| BAKER SK | 11/11/08 | 0.70 | DRAFT SUGGESTION OF BANKRUPTCY. |
| BAKER SK | 11/19/08 | 0.30 | CONFERENCE CALL WITH CIRCUIT CITY WORKING GROUP REGARDING STATUS OF CASE AND NEW ASSIGNMENTS. |
| | | 1.00 | |
| FISHER CP | 11/26/08 | 0.30 | TELECONFERENCE RE: STRATEGY FOR HEARING (2.3). |
| | | 0.30 | |
| FREDERICKS IS | 11/10/08 | 15.40 | REVIEW AND FINALIZE VARIOUS FIRST DAY PLEADINGS PRIOR TO THEIR FILING, BUT AFTER THE PETITION WAS FILED (4.6); PREPARE FOR AND ATTEND FIRST DAY HEARING (8.3); WORK WITH MCGUIREWOODS TO REVISE ORDERS FOLLOWING HEARING (1.4); MULTIPLE TELEPHONE CALLS TO THE COMPANY RE: FIRST DAY HEARING (1.2). |
| FREDERICKS IS | 11/11/08 | 1.20 | MEETING WITH CIRCUIT CITY IN-HOUSE LEGAL DEPARTMENT RE: IMPACT OF BANKRUPTCY ON VARIOUS GENERAL CORPORATE MATTERS AND GENERAL BANKRUPTCY OVERVIEW (1.2). |
| FREDERICKS IS | 11/11/08 | 1.80 | REVIEW AND REVISE VARIOUS ORDERS CONSISTENT WITH FIRST DAY HEARING (1.8). |
| FREDERICKS IS | 11/12/08 | 1.00 | CONTINUE TO REVIEW, REVISE AND FINALIZE ORDERS AND CORRESPONDENCE TO S. BOEHM RE: SAME (1.0). |
| FREDERICKS IS | 11/12/08 | 1.20 | CONFERENCE CALL WITH THE COMPANY AND T. BEHNKE RE: RELIEF GRANTED BY FIRST DAY ORDERS AND OPERATING IN CHAPTER 11 (1.2). |
| FREDERICKS IS | 11/12/08 | 0.90 | TELECONFERENCE WITH KCC, MCGUIREWOODS AND CERTAIN MEMBERS OF SKADDEN WORKING GROUP RE: KCC WEBSITE, GENERAL SERVICES ISSUES, AND SERVICE ISSUES RELATED TO FIRST DAY ORDERS (.9). |
| FREDERICKS IS | 11/16/08 | 0.90 | PARTICIPATE IN CONFERENCE CALL WITH SKADDEN WORKING GROUP RE: CASE STRATEGY AND MATTERS TO BE ADDRESSED IN THE COMING WEEKS (.5). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|-------|---|
| FREDERICKS IS | 11/19/08 | 0.40 | CORRESPONDENCE TO AND FROM S. BOERM RE: POTENTIAL AMENDMENTS TO CERTAIN PETITIONS. |
| FREDERICKS IS | 11/19/08 | 0.90 | REVIEW AND REVISE DRAFT COMMITTEE CONFIDENTIALITY MOTION (.9). |
| FREDERICKS IS | 11/26/08 | 0.70 | CONFERENCE CALL WITH SKADDEN WORKING GROUP RE: PREPARATION OF RESPONSES TO VARIOUS MOTIONS AND OBJECTIONS SCHEDULED FOR UPCOMING HEARING AND VARIOUS MATTERS TO BE ADDRESSED IN THE COMING WEEKS (.7). |
| FREDERICKS IS | 11/26/08 | 0.70 | COORDINATE WITH KCC AND MCGUIREWOODS CASE SERVICE PROCEDURE, INCLUDING MULTIPLE CORRESPONDENCE TO AND FROM D. BLANKS AND E. GERSHIEM (KCC) RE: SAME AND TELEPHONE CALL TO E. GERSHIEM RE: SAME (.7). |
| | | 25.10 | |
| GRANT K | 11/16/08 | 0.90 | WORKING GROUP STRATEGY CALL. (.9). |
| | | 0.90 | |
| KUMAR JS | 11/10/08 | 3.20 | RESEARCHING 4TH CIRCUIT LAW ALLOWING EXTENSION OF REMOVAL PERIOD (.9). DRAFTING MOTION AND ORDER TO EXTEND REMOVAL PERIOD (2.3). |
| KUMAR JS | 11/12/08 | 1.20 | CALL WITH SKADDEN WORKING GROUP RE OUTSTANDING TASKS (.3). CALL WITH ACCOUNTING GROUP AT COMPANY RE FIRST DAY MOTIONS (.9). |
| KUMAR JS | 11/14/08 | 2.60 | DRAFTING BACKGROUND SECTION FOR MOTIONS (1.9). REVIEWING MATERIALS ON CASE DISTRIBUTION LIST (.7). |
| KUMAR JS | 11/16/08 | 0.30 | CALL WITH SKADDEN WORKING GROUP RE OUTSTANDING ISSUES. |
| KUMAR JS | 11/17/08 | 0.30 | REVIEWING DISTRIBUTION LIST AND IDENTIFYING ITEMS FOR FOLLOW UP (.2). CALL WITH D. RAMSEY AND I. FREDERICKS RE CUSTOMER PRACTICES MOTION (.1). |
| KUMAR JS | 11/19/08 | 0.40 | CALL WITH SKADDEN WORKING GROUP (.4). |
| KUMAR JS | 11/20/08 | 3.40 | RESPONDING TO CALLS FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (3.2). REVIEWING SHIPPING AND CUSTOMER PRACTICES MOTIONS RE: QUESTIONS FROM COMPANY AND PARTIES IN INTEREST (.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------------------|----------|-------|--|
| KUMAR JS | 11/21/08 | 4.30 | RESPONDING TO CALLS, EMAILS AND CORRESPONDENCE FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (4.1). UPDATING VENDOR SPREADSHEET TO INCLUDE CURRENT QUESTIONS FROM PARTIES IN INTEREST (1.2). |
| KUMAR JS | 11/24/08 | 1.40 | RESPONDING TO CALLS FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (1.4). |
| KUMAR JS | 11/25/08 | 1.30 | RESPONDING TO CALLS FROM VARIOUS PARTIES IN INTEREST CONCERNING NOTICE OF FILING AND OTHER QUESTIONS (1.3). |
| KUMAR JS | 11/26/08 | 1.10 | RESPONDING TO CALLS AND EMAILS FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (1.5). CALL WITH SKADDEN WORKING GROUP (1.6). |
| | | 20.00 | |
| LAZAROFF KA* | 11/19/08 | 0.30 | STATUS CALL WITH INTERNAL WORKING GROUP. |
| LAZAROFF KA* | 11/25/08 | 0.90 | REVISED WORKING GROUP LIST (1.5); STATUS CALL WITH INTERNAL WORKING GROUP (1.4). |
| | | 1.20 | |
| Total Associate/Law Clerk | | 48.50 | |
| HEANEY CM | 11/10/08 | 4.10 | REVIEW DOCKET RE: UPDATES TO CASE FILES (1.3); ASSIST ATTORNEYS WITH HEARING PREPARATION (2.2); OBTAIN, REVIEW AND DISTRIBUTE VARIOUS SIGNED ORDERS ON THIRD PARTIES (1.9); OUTLINE SERVICE OF ORDERS (1.4); COORDINATE WITH THIRD PARTIES RE: STATUS OF ORDER SERVICE (1.3). |
| HEANEY CM | 11/11/08 | 3.10 | REVIEW DOCKET RE: UPDATES TO CASE FILES (1.3); COORDINATE WITH THIRD PARTIES VARIOUS OUTSTANDING SERVICE PARTIES (1.4) UPDATE SERVICE INFORMATION (1.6); OBTAIN, REVIEW AND DISTRIBUTE PLEADING (1.3); ASSIST ATTORNEYS WITH PREPARATION OF ADDITIONAL PLEADINGS (1.9); DISTRIBUTE ADDITIONAL MOTION, ORDER AND EXHIBITS ON THIRD PARTIES (1.6). |
| HEANEY CM | 11/12/08 | 1.90 | REVIEW DOCKET RE: UPDATES TO CASE FILES (1.3); REVIEW SIGNED ORDERS IN PREPARATION FOR DRAFTING CASE CALENDAR (1.6); COORDINATE WITH THIRD PARTIES REGARDING UPDATED SERVICE INFORMATION (1.1). |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

| | | | |
|------------|----------|-------|--|
| HEANEY CM | 11/14/08 | 2.90 | DRAFT EDIT/REVISE CASE CALENDAR (2.3); REVIEW DOCKET RE: UPDATES TO FILES (.3); ASSIST ATTORNEYS WITH RESEARCH CONCERNING GIFT CARDS (.3). |
| HEANEY CM | 11/18/08 | 0.40 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); COORDINATE WITH THIRD PARTIES RE: CONTACT INFORMATION FOR CANADIAN CASES (.1). |
| HEANEY CM | 11/19/08 | 1.10 | REVIEW COURT DOCKETS AND CASE FILES RE: PLEADINGS TO BE USED AS PRECEDENT (.9); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS (.2). |
| HEANEY CM | 11/20/08 | 1.20 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW, ORGANIZE AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.9). |
| HEANEY CM | 11/21/08 | 0.70 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE DOCUMENTS ON THIRD PARTIES (.4). |
| | | 15.40 | |
| LAMANNA WK | 11/10/08 | 0.30 | ASSIST WITH SET UP OF INFORMATIONAL VOICE MAILBOX TO RESPOND TO GENERAL INQUIRIES FROM THIRD PARTIES. |
| LAMANNA WK | 11/11/08 | 0.10 | RESPOND TO INQUIRIES FROM THIRD PARTIES RE: GENERAL CASE INFORMATION. |
| LAMANNA WK | 11/13/08 | 0.10 | RESPOND TO TELEPHONE CALL OF THIRD PARTY FOR CASE INFORMATION (0.1). |
| LAMANNA WK | 11/18/08 | 0.10 | RESPOND TO TELEPHONE INQUIRIES FROM THIRD PARTIES. |
| LAMANNA WK | 12/19/08 | 0.30 | REVIEW COURT DOCUMENTS AND CASE DOCKET IN PREPARATION FOR CALENDARING CRITICAL DATES (0.3). |
| LAMANNA WK | 11/19/08 | 1.70 | DOWNLOAD AND REVIEW NEW CASE DOCUMENTS AND COURT DOCKET (0.4); BEGIN CALENDARING CASE CRITICAL DATES FROM PLEADINGS, DOCKET, AND FEDERAL CODE AND RULES (3.1); RUN PRELIMINARY CASE CALENDAR AND REVIEW (0.2). |
| LAMANNA WK | 11/20/08 | 1.50 | REVIEW COURT DOCUMENTS AND CASE DOCKET (0.2); CALENDAR CRITICAL DATES IN MAIN CASE (0.8); PREPARE AND DISTRIBUTE CASE CALENDAR (0.3); MAINTAIN CLIENT'S CASE FILE FOR STORAGE (0.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|-----------------------|----------|---------------|--|
| LAMANGA WK | 11/21/08 | 1.40 | REVIEW NEWLY FILED COURT DOCUMENTS (0.3); CALENDAR CRITICAL DATES IN MAIN CASE (0.8); PREPARE AND DISTRIBUTE CASE CALENDAR (0.3). |
| | | 7.50 | |
| MORTON LS | 11/24/08 | 2.90 | COMPILE AND DISTRIBUTE RECENT FILINGS IN CASE TO ATTORNEYS FOR REVIEW (.8); COMPILE PLEADINGS AND ASSEMBLE DRAFT PLEADINGS BINDER FOR ATTORNEY REVIEW (1.9); ORGANIZE HAND DELIVERY TO ATTORNEY REGARDING SAME (.2). |
| MORTON LS | 11/25/08 | 2.10 | COMPILE ALL DRAFT PLEADINGS AND FORWARD TO CHICAGO ATTORNEY (.6); COMPILE RECENT FILINGS IN CASE AND DISTRIBUTE TO ATTORNEYS (.5); COMPILE PRECEDENT PLEADINGS AND FORWARD TO ATTORNEY RE: BAR DATE MOTIONS AND ORDERS (.6). |
| MORTON LS | 11/26/08 | 0.50 | COMPILE RECENT FILINGS IN CASE AND DISTRIBUTE TO ATTORNEYS (.5). |
| | | 5.50 | |
| Total Legal Assistant | | 28.40 | |
| MATTER TOTAL | | <u>101.70</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Claims Admin. (General)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| DICKERSON CL | 11/28/08 | 0.30 | ATTENTION TO ISSUES RE GOVERNMENTAL BAR DATE. |
| | | 0.30 | |
| GALARDI GM | 11/28/08 | 0.30 | CALLS AND EMAIL RE: GOVERNMENT UNIT BAR DATE (.3). |
| | | 0.30 | |
| Total Partner | | 0.60 | |
| ATKINSON TA | 11/14/08 | 2.90 | RESEARCH AND ANALYSIS REGARDING GIFT CARDS. |
| | | 2.90 | |
| BAKER SK | 11/10/08 | 1.30 | DRAFT MOTION TO ESTABLISH BAR DATE FOR FILING PROOFS OF CLAIM. |
| BAKER SK | 11/10/08 | 0.80 | DRAFT ORDER TO ESTABLISH BAR DATE FOR FILING PROOFS OF CLAIM. |
| BAKER SK | 11/10/08 | 0.70 | DRAFT NOTICE TO ESTABLISH BAR DATE FOR FILING PROOFS OF CLAIM. |
| BAKER SK | 11/14/08 | 0.30 | REVIEW PIONEER USA INC'S 503(B) (9) CLAIM AGAINST CIRCUIT CITY STORES, INC. |
| BAKER SK | 11/25/08 | 0.80 | REVIEW AND REVISE BAR DATE MOTION; REVIEW BAR DATE NOTICE; REVIEW BAR DATE ORDER. |
| | | 3.90 | |
| FREDERICKS IS | 11/20/08 | 2.30 | REVIEW, REVISE AND FINALIZE BAR DATE MOTION AND RELATED DOCUMENTS. |
| FREDERICKS TS | 11/24/08 | 0.40 | CORRESPONDENCE TO AND FROM KCC RE: SERVICE OF BAR DATE NOTICE AND EXHIBIT ON VARIOUS DISCRETE GOVERNMENTAL AGENCIES AND OTHER CREDITORS (.4). |
| FREDERICKS IS | 11/25/08 | 1.90 | REVIEW, REVISE AND FINALIZE BAR DATE MOTION AND RELATED DOCUMENTS AND COORDINATE FILING OF SAME (1.9). |
| FREDERICKS IS | 11/28/08 | 0.60 | MULTIPLE CORRESPONDENCE TO AND FROM G, GALARDI AND C. DICKERSON RE: BAR DATE. |
| | | 5.20 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------------------|----------|--------------|---|
| GRANT K | 11/21/08 | 2.30 | REVIEWED DRAFT BAR DATE MOTION, ORDER AND NOTICES IN CONNECTION WITH SAME. (2.3). |
| | | 2.30 | |
| LAZAROFF KA* | 11/19/08 | 1.40 | RESEARCHED WHEN AN ORDER BECOMES EFFECTIVE. |
| | | 1.40 | |
| Total Associate/Law Clerk | | 15.70 | |
| MATTER TOTAL | | <u>15.30</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Claims Admin. (Reclamation/Trest Funds)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------|----------|-------|--|
| BAKER SK | 11/10/08 | 0.70 | REVIEW SAMSUNG NOTICE OF RECLAMATION AND DOCUMENTS IN SUPPORT. |
| BAKER SK | 11/10/08 | 0.70 | REVIEW 20TH CENTURY FOX NOTICE OF RECLAMATION OF GOODS AND DOCUMENTS IN SUPPORT. |
| BAKER SK | 11/11/08 | 0.20 | REVIEW NEWLY FILED RECLAMATION DEMAND OF PANASONIC. |
| BAKER SK | 11/11/08 | 0.20 | REVIEW RECLAMATION DEMAND OF BETHSSDA SCPTWORKS. |
| BAKER SK | 11/11/08 | 0.50 | REVIEW RECLAMATION DEMAND OF BUENA VISTA HOME ENTERTAINMENT. |
| BAKER SK | 11/11/08 | 0.20 | REVIEW RECLAMATION DEMAND OF DISNEY INTERACTIVE DISTRIBUTION. |
| BAKER SK | 11/13/08 | 4.20 | REVIEW RECLAMATION CLAIM OF LEXMARK INTERNATIONAL INC. (.4); REVIEW RECLAMATION CLAIM OF WESTERN DIGITAL TECHNOLOGIES (.4); REVIEW RECLAMATION DEMAND OF ACCO BRANDS USA LLC (.4); REVIEW RECLAMATION DEMAND OF HOMEDICS, INC. (.4); REVIEW RECLAMATION DEMAND OF THE HOOVER COMPANY (.6); REVIEW RECLAMATION DEMAND OF COKEM INTERNATIONAL LTD (.6); REVIEW RECLAMATION DEMAND OF OLYMPICS IMAGING AMERICA (.6); REVIEW RECLAMATION CLAIM OF PARAMOUNT HOME ENTERTAINMENT (.6); REVISE RECLAMATION CLAIM REPORT (.2). |
| BAKER SK | 11/14/08 | 0.90 | REVIEW PIONEER STRATEGIC BUSINESS SERVICES, INC'S RECLAMATION DEMAND. |
| | | 7.60 | |
| FISHER CP | 11/21/08 | 6.10 | RESEARCH RE: RECLAMATION CLAIMS (4.2); DRAFT MEMO RE: RECLAMATION CLAIMS (1.9). |
| FISHER CP | 11/23/08 | 0.30 | REVISING DOCUMENTS RE: RECLAMATIONS MEMO (0.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|-----------------------|----------|--------------|---|
| FISHER CP | 11/24/08 | 6.20 | DRAFTING DOCUMENTS RE: RETENTION CLAIMS MEMO (0.3); RESEARCH RE: RECLAMATION QUESTIONS FROM VENDOR (0.7); RESEARCH RE: SECTION 546 & RECLAMATION CLAIMS (3.1); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (1.7); REVISING MEMO RE: SECTION 546 & RECLAMATION CLAIMS (0.2); TELEPHONE CALL RE: RECLAMATION QUESTIONS FROM VENDOR (0.2). |
| FISHER CP | 11/25/08 | 3.20 | RESEARCH RE: RECLAMATION QUESTIONS FROM VENDOR (0.2); RESEARCH RE: SECTION 546 & RECLAMATION CLAIMS (1.0); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.8); REVISING MEMO RE: SECTION 546 & RECLAMATION CLAIMS (1.1); TELEPHONE CALL RE: RECLAMATION QUESTIONS FROM VENDOR'S ATTORNEY (0.1). |
| FISHER CP | 11/26/08 | 2.10 | RESEARCH RE: RECLAMATION QUESTIONS FROM VENDOR (1.4); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.7). |
| | | 17.90 | |
| FREDERICKS IS | 11/24/08 | 0.80 | CORRESPONDENCE TO AND FROM C. FISCHER RE: RECLAMATION DEMAND (.2); TELECONFERENCE WITH COUNSEL TO RECLAMATION CLAIMANT RE: RECLAMATION PROCEDURES (.6). |
| | | 0.80 | |
| Total Associate | | 26.30 | |
| HEANEY CM | 11/12/08 | 0.40 | DRAFT NOTICE REGARDING RECLAMATION (.4). |
| HEANEY CM | 11/19/08 | 0.20 | COORDINATE WITH THIRD PARTIES REGARDING REVISIONS TO 503(B) (9) PUBLICATION NOTICES (.2). |
| | | 0.60 | |
| Total Legal Assistant | | 0.60 | |
| MATTER TOTAL | | <u>26.90</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Credit Card Agreements

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|--------------|---|
| DICKERSON CL | 11/28/08 | 3.60 | ATTENTION TO STIPULATION RE CHASE CO-BRANDED CREDIT CARD (2.1); DISCUSSIONS WITH CLIENT AND CHASE COUNSEL RE SAME (.5). |
| DICKERSON CL | 11/29/08 | 3.40 | CONTINUED ATTENTION TO STIPULATION AND RELATED PLEADINGS RE CHASE CO-BRANDED CREDIT CARD (2.6); DISCUSSIONS WITH CLIENT AND CHASE COUNSEL RE SAME (.8). |
| DICKERSON CL | 11/30/08 | 1.60 | CONTINUED ATTENTION TO STIPULATION AND RELATED PLEADINGS RE CHASE CO-BRANDED CREDIT CARD (1.2); DISCUSSIONS WITH CLIENT AND CHASE COUNSEL RE SAME (.4). |
| | | 8.60 | |
| GALARDI GX | 11/28/08 | 0.70 | REVIEW CHASE STIPULATION (.4); CALLS AND EMAILS RE: SAME (.3). |
| | | 0.70 | |
| Total Partner | | 9.30 | |
| KUMAR JS | 11/12/08 | 1.30 | RESEARCH RE SETOFF IN CONNECTION WITH AMERICAN EXPRESS CONTRACTS. |
| KUMAR JS | 11/13/08 | 1.10 | REVIEWING AMERICAN EXPRESS CONTRACTS RE SETOFF ISSUES. |
| | | 2.40 | |
| Total Associate | | 2.40 | |
| MATTER TOTAL | | <u>11.70</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Creditor Meetings / Statutory Committees

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|--|
| DICKERSON CL | 11/25/08 | 2.60 | PREPARE FOR/ATTEND CONFERENCE CALL WITH COMMITTEE RE STATUS OF VARIOUS ISSUES (2.6). |
| | | 2.60 | |
| GALARDI GM | 11/12/08 | 0.90 | REVIEW APPOINTMENT OF COMMITTEE (.2); FOLLOW-UP WITH COMPANY RE: SAME (.4); CALLS WITH POTENTIAL COUNSEL (.3). |
| GALARDI GM | 11/13/08 | 0.80 | CALLS WITH POTENTIAL COMMITTEE COUNSEL RE: BACKGROUND FOR INTERVIEWS. |
| GALARDI GM | 11/14/08 | 1.70 | CALLS AND EMAILS WITH POTENTIAL COMMITTEE COUNSEL (1.7). |
| GALARDI GM | 11/15/08 | 1.10 | WORK ON MODELS AND INFORMATION FOR COMMITTEE MEETING. |
| GALARDI GM | 11/17/08 | 0.90 | CALLS AND EMAILS WITH COMMITTEE RE: INFORMATION REQUESTS AND DC MEETING (.9). |
| GALARDI GM | 11/18/08 | 2.20 | REVIEW AND RESPOND TO EMAILS RE: COMMITTEE COUNSEL (.6) FOLLOW-UP WITH COMPANY RE: COMMITTEE COUNSEL AND PRESENTATION TO COMMITTEE (.5); REVIEW AND COMMENT ON COMMITTEE PRESENTATION (1.1). |
| GALARDI GM | 11/19/08 | 3.60 | PREPARE FOR CREDITORS COMMITTEE MEETING (1.8); ATTEND CREDITORS COMMITTEE MEETING IN DC (2.8). |
| GALARDI GM | 11/21/08 | 0.80 | REVIEW LETTER FROM COMMITTEE AND DRAFT RESPONSE (.8). |
| GALARDI GM | 11/22/08 | 0.50 | REVIEW AND RESPOND TO COMMITTEE INFORMATION REQUESTS (.4). |
| GALARDI GM | 11/25/08 | 1.80 | PRE-CALL FOR COMMITTEE CALL (.6) COMMITTEE CONFERENCE CALL (1.2). |
| GALARDI GM | 11/27/08 | 0.30 | REVIEW AND RESPOND TO COMMITTEE REQUEST FOR INFORMATION AND EXTENSIONS OF TIME (.3). |
| GALARDI GM | 11/30/08 | 0.40 | REVIEW AND RESPOND TO COMMITTEE EMAILS RE: RETENTIONS AND OTHER MATTERS (.4). |
| | | 15.00 | |
| Total Partner | | 17.60 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|-----------------|----------|--------------|--|
| BAKER SK | 11/10/08 | 1.20 | DRAFT NOTICE OF 11 U.S.C. § 341 MEETING OF CREDITORS. |
| | | 1.20 | |
| Total Associate | | 1.20 | |
| MATTER TOTAL | | <u>18.80</u> | |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Disclosure Statement / Voting Issues

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|--|
| GALARDI GM | 12/15/08 | 0.80 | BEGIN WORKING ON VENDOR PLAN (.8). |
| | | 0.80 | |
| Total Partner | | 0.80 | |
| DOSUNMU FS | 11/13/08 | 2.40 | DRAFT DISCLOSURE STATEMENT. |
| DOSUNMU FS | 11/14/08 | 9.60 | DRAFT DISCLOSURE STATEMENT. |
| DOSUNMU FS | 11/15/08 | 11.70 | CONTINUE DRAFTING DISCLOSURE STATEMENT. |
| DOSUNMU FS | 11/17/08 | 5.00 | CONTINUE DRAFT OF DISCLOSURE STATEMENT. |
| DOSUNMU FS | 11/18/08 | 5.40 | RESEARCH ON ISSUES RE: DISCLOSURE STATEMENT; CONTINUE DRAFT OF DISCLOSURE STATEMENT. |
| DOSUNMU FS | 11/20/08 | 0.70 | REVIEW SOLICITATION MATERIALS. |
| DOSUNMU FS | 11/21/08 | 2.20 | REVIEW SOLICITATIONS MATERIALS. |
| DOSUNMU FS | 11/24/08 | 1.40 | REVIEW CASE MATERIALS RE: SOLICITATION MATERIALS; CONFERENCE WITH K. GRANT RE: SOLICITATION PACKAGE. |
| | | 18.40 | |
| GRANT K | 11/19/08 | 2.10 | BEGAN WORK ON SOLICITATION PROCEDURES MOTION. (2.1). |
| GRANT K | 11/20/08 | 1.40 | CONTINUED WORK ON SOLICITATION PROCEDURES. (1.4). |
| GRANT K | 11/25/08 | 5.30 | CONTINUED WORK ON SOLICITATION PROCEDURES MOTION. (5.3). |
| | | 8.80 | |
| REED AL* | 11/10/08 | 3.20 | DRAFT MOTION TO EXTEND EXCLUSIVE PERIODS TO FILE AND SOLICIT ACCEPTANCES OF A PLAN OF REORGANIZATION; DRAFT ACCOMPANYING ORDER; DRAFT ADDITIONAL EQUITY LISTS. |
| REED AL* | 11/11/08 | 0.70 | CONFERENCE RE: MOTION TO EXTEND EXCLUSIVE PERIODS (.2); REVISE INTERIM COMPENSATION TO REFLECT ADVISOR CHANGES (.5). |
| REED AL* | 11/20/08 | 0.50 | REVISE MOTION TO EXTEND EXCLUSIVE PERIODS TO FILE AND SOLICIT A PLAN. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

4.40

Total Associate/Law Clerk 51.60

MATTER TOTAL 52.40

* law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Employee Matters (General)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|--|
| DICKERSON CL | 11/10/08 | 1.10 | ATTEND CALL WITH PR TEAM RE EMPLOYEE COMMUNICATIONS PROGRAM (.5); REVIEW DOCUMENTS RE SAME (.6). |
| DICKERSON CL | 11/13/08 | 0.20 | CONTINUED ATTENTION TO ISSUES RE CANADIAN KERP. |
| DICKERSON CL | 11/19/08 | 0.80 | REVIEW DOCUMENTS RE CANADIAN KERP (.5); DISCUSSIONS WITH CLIENT RE SAME (.3). |
| | | 2.10 | |
| FURFARO JP | 11/10/08 | 1.50 | REVIEW OF COURT PAPERS (.90); CONF. D. LATTA RE: CLAIMS (.20); REVIEW OF GOVERNMENT NOTICES (.40). |
| FURFARO JP | 11/12/08 | 1.40 | REVIEW OF WARN INQUIRY/ITEMS FOR RESPONSE (.80); REVIEW OF CLAIMS ANALYSIS/PROCESSING AND PROCEDURE FOR SAME (.60). |
| FURFARO JP | 11/13/08 | 2.50 | REVIEW OF CA INQUIRY RE: WARN/RESPONSE (1.2); REVIEW OF CLAIMS ISSUES RE: EMPLOYMENT LITIGATION (.90); REVIEW OF UPDATE TO WARN LIST FOR SUPPORT CENTER (.40). |
| FURFARO JP | 11/17/08 | 2.20 | REVIEW OF VACATION PAY QUESTION (.80); REVIEW OF WAGE AUDIT (.70); REVIEW OF BONUS QUESTION (.40); REVIEW OF SUPPORT CENTER ADVICE QUESTION (.30). |
| FURFARO JP | 11/16/08 | 1.50 | REVIEW OF BONUS COMPENSATION QUESTION/PAYMENT ISSUES (.80); REVIEW OF QUESTION RE: STATE LABOR INQUIRIES/CONF. R. SALINS (.70). |
| FURFARO JP | 11/19/08 | 0.90 | REVIEW OF STAY FOR PROCEEDINGS FOR LABOR/EMPLOYMENT MATTERS. |
| FURFARO JP | 11/20/08 | 1.30 | REVIEW OF COBRA QUESTIONS (.30); REVIEW OF PAID TIME OFF QUESTIONS/CONF. R. SALINS (1.0). |
| FURFARO JP | 11/21/08 | 1.50 | REVIEW OF WARN QUESTION (.40); REVIEW OF RESEARCH RE: LABOR/EMPLOYEE CLAIMS (1.1). |
| FURFARO JP | 11/24/08 | 1.40 | REVIEW OF AUTOMATIC STAY/VACATION PAY RESEARCH (.90); CONFS. T. FREDERICKS, D. LATTA RE: MEMO TO EMPLOYEES RE: VACATION PAY (.30); REVIEW OF CLAIM FORMS/CONF. T. FREDERICKS RE: RESPONSE (.20). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|-------|---|
| FURFARO JP | 11/25/08 | 1.70 | REVIEW OF RESEARCH RE: EMPLOYMENT CLAIMS (.80); REVIEW WITH I. FREDERICKS, D. LATTA EMPLOYEE MEMO/PTO (.60); CONF. K. MAJOR/REVIEW OF CA RESEARCH (.30). |
| | | 15.80 | |
| GALARDI GM | 11/10/08 | 1.20 | PREPARE FOR AND ATTEND FIRST DAY HEARING ON EMPLOYEE MOTIONS. |
| GALARDI GM | 11/11/08 | 1.10 | REVIEW AND RESPOND TO NUMEROUS QUESTIONS RE: EMPLOYEE ORDER AND EMPLOYEE BENEFITS AND NEXT STEPS. |
| GALARDI GM | 11/13/08 | 0.40 | WORK ON AMEX REIMBURSEMENT ISSUES (.4). |
| GALARDI GM | 11/17/08 | 0.70 | ADDRESS PAYMENT OF VARIOUS EMPLOYEE AMOUNTS AND BENEFITS. |
| GALARDI GM | 11/18/08 | 0.70 | CALLS AND EMAILS WITH M. NICHOLS RE: EMPLOYEE BENEFITS, RETENTION AND RELATED ISSUES (.7). |
| GALARDI GM | 11/18/08 | 0.60 | REVIEW AND RESPOND TO EMAILS RE: STATE VACATION PAY OBLIGATION. |
| GALARDI GM | 11/19/08 | 0.40 | REVIEW AND RESPOND TO EMAILS RE INCENTIVE PLAN (.4). |
| GALARDI GM | 11/20/08 | 0.60 | EMAILS RE: EMPLOYEE LIFT STAY (.2); CALL WITH MCGUIREWOODS RE: EMPLOYEE CLAIMS HANDLING (.4). |
| GALARDI GM | 11/24/08 | 0.60 | ADDRESS COMPANY QUESTIONS RE: PTO AND OTHER EMPLOYEE MATTERS (.6). |
| GALARDI GM | 11/25/08 | 0.70 | CALL AND RESPOND TO QUESTIONS RE: INCENTIVE PLAN (.7). |
| GALARDI GM | 11/26/08 | 0.60 | REVIEW OBJECTION TO WARN EMPLOYEES (.2); CALL WITH COMPANY RE: SAME (.3); WORK ON RETENTION PLAN ISSUES (.3). |
| | | 7.80 | |
| Total Partner | | 25.70 | |
| MAJOR K | 11/12/08 | 2.20 | REVIEW E-MAIL AND MATERIALS FROM D. LATTA REGARDING LETTER FROM THE CALIFORNIA DLSE (1.0); CONFERENCE WITH R. SALINS REGARDING SAME (1.0); DRAFT RESPONSE TO DLSE REGARDING COMPLIANCE WITH WARN AND CAL WARN (.2). |
| MAJOR K | 11/13/08 | 0.70 | CONFERENCE WITH R. SALINS REGARDING RESPONSE TO DLSE REGARDING STORE CLOSINGS IN CALIFORNIA AND STAY OF EMPLOYMENT LAW PROCEEDINGS (.5); REVISE RESPONSE TO THE DLSE (.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| MAJOR K | 11/14/08 | 0.70 | FINALIZE RESPONSE TO DLSE REGARDING WARN AND CALIFORNIA WARN ACT COMPLIANCE (.2); REVIEW E-MAILS FROM R. SALINS AND J. FURFARO REGARDING SAME; DRAFT E-MAIL TO D. LATTA REGARDING SAME; REVIEW E-MAIL FROM L. ANDERSON REGARDING WARN ISSUES; RESEARCH SAME; CONFERENCE WITH R. SALINS REGARDING SAME (.5). |
| MAJOR K | 11/17/08 | 1.60 | REVIEW AND RESPOND TO E-MAILS FROM D. LATTA AND R. SALINS REGARDING VACATION PAYMENT ISSUES UNDER CALIFORNIA LAW (.6); PHONE CONFERENCE WITH R. SALINS AND J. FURFARO REGARDING EMPLOYER ISSUES (.6); PHONE CONFERENCE WITH D. LATTA REGARDING EDD AUDIT ISSUES (.2); FOLLOW-UP PHONE CONFERENCE WITH R. SALINS REGARDING SAME (.2). |
| MAJOR K | 11/18/08 | 0.40 | REVIEW E-MAILS REGARDING VACATION AND BONUS PAYOUT ISSUES (.2); PHONE CONFERENCE WITH R. SALINS REGARDING SAME (.2). |
| MAJOR K | 11/19/08 | 0.10 | PHONE CONFERENCE WITH R. SALINS REGARDING BANKRUPTCY STAY IN THE CONTEXT OF EMPLOYEE CLAIMS (.1); REVIEW MATERIALS REGARDING SAME (.2). |
| MAJOR K | 11/20/08 | 1.00 | PHONE CONFERENCES WITH R. SALINS REGARDING VACATION PAY ISSUES AND CLAIMS SUBJECT TO THE AUTOMATIC STAY (.3); REVIEW MATERIALS REGARDING SAME (.3); DRAFT SUMMARY OF DLSE GUIDANCE ON ISSUE OF CALIFORNIA VACATION CLAIMS IN BANKRUPTCY (.4). |
| MAJOR K | 11/25/08 | 2.00 | CONFERENCES WITH J. FURFARO AND L. FREDRICKSON REGARDING PRE-PETITION AND POST-PETITION CALIFORNIA WAGE CLAIMS; REVIEW MATERIALS AND ANALYZE SAME (1.0); DRAFT SUMMARY OF ISSUES (1.0). |
| | | 8.90 | |
| Total Counsel | | 8.90 | |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|-------|--|
| FREDERICKS ES | 11/18/08 | 3.30 | REVIEW ISSUES LIST FROM M. NICHOLS AND PARTICIPATE IN CONFERENCE CALL WITH G. GALARDI, M. NICHOLS AND T. BENKHE RE: SAME (.7); MULTIPLE CONFERENCE CALLS WITH R. SALINS RE: PUERTO RICO EMPLOYEE MATTERS; REVIEW CORRESPONDENCE FROM COMPANY, INCLUDING MEMORANDUM OF LAW, RELATED TO PUERTO RICO EMPLOYEE MATTERS AND CORRESPONDENCE TO COMPANY RE: SAME (2.6). |
| FREDERICKS IS | 11/24/08 | 1.80 | REVIEW EMPLOYEE NOTICE COMPANY PREPARED AND PROVIDE COMMENTS TO D. LATTIA RE: SAME (.6); PARTICIPATE IN MULTIPLE CONFERENCE CALLS WITH D. LATTIA AND J. FURFARO RE: SAME (1.2). |
| FREDERICKS IS | 11/25/08 | 1.50 | MULTIPLE CORRESPONDENCE TO AND FROM AND TELEPHONE CALLS WITH O. LATTIA RE: PAID TIME OFF ISSUES. |
| | | 6.60 | |
| JACOBSON CP* | 11/18/08 | 2.60 | RESEARCH AUTOMATIC STAY PROVISION AS IT RELATES TO STATE DEPARTMENT OF LABOR CLAIMS. |
| JACOBSON CP* | 11/19/08 | 7.00 | RESEARCH AUTOMATIC STAY PROVISION AS IT RELATES TO STATE DEPARTMENT OF LABOR CLAIMS. |
| JACOBSON CP* | 11/20/09 | 4.70 | CONTINUE TO RESEARCH AUTOMATIC STAY PROVISION BASED ON DISCUSSIONS WITH RESTRUCTURING GROUP. |
| | | 14.30 | |
| KUMAR JS | 11/10/08 | 3.10 | PREPARATION OF MATERIALS FOR USE AT FIRST DAY HEARING RE EMPLOYMENT MOTION (3.1). |
| KUMAR JS | 11/17/08 | 2.80 | ISSUES RE PAYMENT OF ACCRUED VACATION: CALL WITH G. KRUEGER AT COMPANY (.1), CALL WITH M. QUIRK (.2), CALL WITH R. SALINS (.2), CALL WITH I. FREDERICKS AND R. SALINS (.2), EMAIL TO G. GALARDI (.3), EMAIL TO G. KRUEGER (.2). LEGAL RESEARCH RE PAYMENT OF ACCRUED VACATION (1.6). |
| KUMAR JS | 11/18/08 | 1.60 | CALL WITH HR PERSONNEL AT COMPANY RE: EMPLOYEE MOTION (1.3). CALL WITH G. KRUEGER RE: QUESTIONS ON EMPLOYEE MOTION (.2). CALL WITH R. SALINS RE: QUESTIONS ON EMPLOYEE MOTION (.1). |

7.50

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LIBOW BO* | 11/12/08 | 4.90 | RESEARCH RE: ADEQUACY OF WARN NOTICES. |
| LIBOW BO* | 11/13/08 | 0.20 | COMMUNICATE WITH SUPERVISING ATTORNEY RE: WARN RESEARCH. |
| | | 5.10 | |
| REED AL* | 11/19/08 | 0.40 | CONFERENCE RE: PREPARATION OF MOTION TO APPROVE MANAGEMENT INCENTIVES, AMENDED PETITIONS, AND COMPENSATION DISCLOSURE (.2); PREPARE AMENDED PETITIONS (.4). |
| REED AL* | 11/19/08 | 1.50 | DRAFT MOTION TO APPROVE MANAGEMENT INCENTIVES (1.1); DRAFT ACCOMPANYING ORDER (.4). |
| REED AL* | 11/20/08 | 2.10 | REVISE MOTION TO APPROVE MANAGEMENT INCENTIVES. |
| | | 4.00 | |
| SALINS RM | 11/10/08 | 0.40 | CALL W/J. FURFARO AND CORRESPONDENCE W/D. LATTA RE: EMPLOYEE MATTERS AFFECTED BY BANKRUPTCY FILING (.20). REVIEWED REVISED INSTALLER/DRIVER TERMINATION NOTICES (.20). |
| SALINS RM | 11/12/08 | 1.00 | CALL W/L. ANDERSON RE: EMPLOYEE TERMINATIONS AND WARN PAY (.20); REVIEWED EMPLOYEE LISTS AT WARN STORES (.30). CALLS W/K. MAJOR AND J. FURFARO TO DISCUSS RESPONSE TO CALIFORNIA DEPARTMENT OF LABOR WARN QUERY (.50). |
| SALINS RM | 11/13/08 | 2.10 | CALL W/B. LIBOW RE: RESEARCH RE: WARN ACT; REVIEWED RESEARCH; CALL W/J. FURFARO AND L. ANDERSON TO DISCUSS (1.2). REVIEWED DRAFT LETTER IN RESPONSE TO CALIFORNIA DEPT. OF LABOR WARN QUERY; CALL W/J. FURFARO AND D. LATTA TO DISCUSS (.60). CALL W/J. FURFARO AND I. FREDERICKS RE: WEIDLER CLAIMS PROCESS AND OTHER PENDING EMPLOYMENT LITIGATIONS (.30). |
| SALINS RM | 11/14/08 | 1.50 | CALL W/L. ANDERSON RE: WARN NOTICE, PAY AND BONUS QUESTIONS; REVIEWED WARN REGULATIONS RE: QUESTIONS; CALL W/K. MAJOR TO DISCUSS; EMAIL CORRESPONDENCE W/L. ANDERSON RE: ISSUES. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| SALINS RM | 11/17/08 | 6.50 | MET W/E. LUDWIG RE: WARN RESEARCH RE: EMPLOYEE TRANSFERS AND EMPLOYEE BONUSES; REVIEWED E. LUDWIG RESEARCH; CALLS W/L. ANDERSON AND J. FURFARO TO DISCUSS (2.5); CALLS AND CORRESPONDENCE W/J. FURFARO, I. FREDERICKS, AND K. MAJOR RE: CALIFORNIA EDD AUDIT (.50). CALLS AND CORRESPONDENCE W/J. FURFARO, I. FREDERICKS AND J. KUMAR RE: VACATION PAY; RESEARCH RE: DIRECTOR AND OFFICER LIABILITY RE: VACATION PAY AND STATE LAWS RE: CHANGING VACATION POLICY (3.5). |
| SALINS RM | 11/18/08 | 2.00 | CALLS W/I. FREDERICKS AND J. KUMAR RE: EMPLOYEE VACATION AND BONUS PAYMENTS; REVIEWED P.R. BONUS POLICY AND CORRESPONDENCE RE: BONUS PAYMENTS (1.0). CALLS W/J. FURFARO TO DISCUSS EFFECTS OF AUTHORITY STAY. RESEARCH RE: AUTOMATIC STAY IN LABOR CONTEXT (1.0). |
| SALINS RM | 11/19/08 | 5.00 | ADDITIONAL RESEARCH RE: APPLICATION OF STAY TO DEPARTMENT OF LABOR PROCEEDINGS (2.0); MET W/C. JACOBSON TO DISCUSS (.50); REVIEWED C. JACOBSON RESEARCH (2.20); CALL W/K. MAJOR TO DISCUSS (.30). |
| SALINS RM | 11/20/08 | 6.00 | ADDITIONAL REVIEW OF C. JACOBSON RESEARCH RE: APPLICATION OF AUTOMATIC STAY TO DOL AND EEOC PROCEEDINGS (3.5); REVIEWED CC PTO AND TIME AWAY POLICIES (.80); CALLS W/I. FREDERICKS AND K. MAJOR TO DISCUSS (.50); MET W/J. FURFARO TO DISCUSS (.60); DRAFTED EMAIL SUMMARIZING RESEARCH (.60). |
| SALINS RM | 11/21/08 | 0.30 | REVIEWED EMAIL CORRESPONDENCE RE: PR BONUS AND WARN PAYOUTS. |
| | | 24.70 | |
| Total Associate/Law Clerk | | 62.20 | |
| MATTER TOTAL | | <u>96.90</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
 Executory Contracts (Personalty)

Bill Date: 12/08/08
 Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------|---|
| GALARDI GM | 11/13/08 | 0.30 | CALL WITH VERIZON COUNSEL RE: EQUIPMENT AND CONTRACT ISSUES (.3). |
| GALARDI GM | 11/17/08 | 0.80 | CALLS AND EMAILS RE: ADVERTISING CONTRACTS AND AGREEMENT FOR FUNDING. |
| GALARDI GM | 11/18/08 | 0.20 | FOLLOW-UP WITH H. STRICKON RE: ADVERTISING AGREEMENT. |
| GALARDI GM | 11/20/08 | 0.70 | CALL WITH D. RAMSEY RE: CHASE ISSUES (.4); CALLS AND EMAILS RE: IBM EQUIPMENT AND CONTRACT ISSUES (.3). |
| GALARDI GM | 11/25/08 | 0.40 | REVIEW AND COMMENT ON ASSURANCE ISSUES (.4). |
| GALARDI GM | 11/26/08 | 2.50 | CALLS AND EMAILS RE: IBM CONTRACT AND EQUIPMENT RETURN (.7); CALL WITH G. HOLTZER RE: CHASE AGREEMENT (.5); FOLLOW-UP RE: SAME AND STIPULATION (.6); CALL WITH VERIZON ATTORNEY RE: DIP ISSUES (.4); CALL WITH D. RAMSEY RE: ASSURANT ISSUES AND PAYMENTS (.3). |
| GALARDI GM | 11/28/08 | 0.60 | REVIEW IBM AGREEMENTS AND ADDRESS PAYMENT ISSUES WITH D. RAMSEY (.6). |
| GALARDI GM | 11/29/08 | 0.70 | EMAILS AND ANALYSIS RE: CHASE CREDIT CARD AGREEMENT (.7). |
| | | 6.20 | |
| Total Partner | | 6.20 | |
| FREDERICKS IS | 11/21/08 | 2.60 | REVIEW IBM AGREEMENTS, RELATED CORRESPONDENCE AND RELATED RESEARCH AND IDENTIFY ADDITIONAL CONSIDERATIONS (2.6). |
| | | 2.60 | |
| KUMAR JS | 11/29/08 | 2.40 | DRAFTING GENERAL REJECTION MOTION (1.3). DRAFTING MOTION TO REJECT CERTAIN IBM CONTRACTS (1.1). |
| | | 2.40 | |
| Total Associate | | 5.00 | |
| HEANEY CM | 11/17/08 | 0.80 | REVIEW COURT DOCKETS AND CASE FILES RE: PLEADINGS TO BE USED AS PRECEDENT (.6); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS (.2). |
| | | 0.80 | |
| | | 31 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Total Legal Assistant 0.80

MATTER TOTAL 12.00

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Financing (DIP and Emergence)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|--|
| DICKERSON CL | 11/13/08 | 0.70 | MULTIPLE DISCUSSIONS WITH K&E RE DIP ISSUES. |
| DICKERSON CL | 11/17/08 | 1.70 | CONFERENCE CALL WITH K&E AND OSLER RE CANADIAN DIP ISSUES (1.1); REVIEW DOCUMENTS RE SAME (.6). |
| DICKERSON CL | 11/18/08 | 1.40 | CONTINUING ATTENTION TO DIP ISSUES RE CLOSING AND PREPARATION FOR FINAL HEARING (1.2); DISCUSSIONS WITH K&E RE SAME (.2). |
| DICKERSON CL | 11/21/08 | 1.40 | REVIEW COMMITTEE DISCOVERY REQUEST RE DIP FINANCING (1.1); CONFERENCE CALL WITH OTHER PROFESSIONALS RE SAME (.3). |
| DICKERSON CL | 11/22/08 | 0.50 | MULTIPLE DISCUSSIONS RE FINAL DIP HEARING. |
| DICKERSON CL | 11/24/08 | 1.40 | ATTENTION TO CORRECTION TO INTERIM DIP ORDER (.1); REVIEW DRAFT FINAL ORDER (1.3). |
| DICKERSON CL | 11/26/08 | 1.30 | REVIEW/ANALYZE OBJECTIONS TO DIP FINANCING. |
| DICKERSON CL | 11/27/08 | 1.00 | CONTINUED ATTENTION TO OBJECTIONS TO DIP (.9); DISCUSSIONS RE SAME (.1). |
| | | 9.40 | |
| GALARDI GM | 11/10/08 | 2.60 | PREPARE FOR AND ATTEND HEARING ON INTERIM DIP FINANCING. |
| GALARDI GM | 12/12/08 | 1.90 | WORK ON DIP FUNDING AND CANADIAN PAYDOWN ISSUES (1.1); CALLS AND EMAILS RE: SAME WITH D. BERMAN AND CANADIAN COUNSEL (.8). |
| GALARDI GM | 11/13/08 | 0.80 | CALLS AND EMAILS RE: DIP AND CANADIAN FUNDING ISSUES (.8). |
| GALARDI GM | 11/14/08 | 0.80 | CALLS AND EMAILS RE: CANADIAN/US FINANCING ISSUES (.6). |
| GALARDI GM | 11/15/08 | 0.90 | WORK ON CANADIAN FUNDING AND MONITOR ISSUES (.9). |
| GALARDI GM | 11/16/08 | 1.20 | WORK ON DIP MODELS AND POSSIBLE VENDOR TERM ISSUES WITH FTI (1.1). |
| GALARDI GM | 11/17/08 | 0.90 | CALLS WITH CANADIAN COUNSEL RE FUNDING. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GALARDI GM | 11/20/08 | 0.60 | FOLLOW-UP WITH D. BERMAN RE: MONITOR MEETING, COMMITTEE MEETING AND DISCOVERY AND VARIOUS OTHER ISSUES RE: RESERVES AND BLOCKED ACCOUNT (.6). |
| GALARDI GM | 11/21/08 | 3.50 | WORK ON DISCOVERY RE: DIP FINANCING (1.1); CALLS WITH COMMITTEE RE: DISCOVERY AND DIP (.8); CALLS WITH FINANCIAL ADVISERS AND COMMITTEE COUNSEL RE: FINANCIAL DISCOVERY (.9); CALLS WITH D. BERMAN RE: COMMITTEE DISCOVERY, DIP ISSUES AND CANADA (.7). |
| GALARDI GM | 11/26/08 | 0.30 | CALL WITH COMPANY RE: CONSIGNMENT ISSUES (.3). |
| | | 13.70 | |
| MEEHAN EJ | 11/21/08 | 2.40 | OBTAIN BACKGROUND ON CREDITOR COMMITTEE DISPUTE WITH DIP FINANCING (0.4); REVIEW COMMITTEE DISCOVERY DEMANDS AND DEVELOP APPROACH TO RESPONDING (1.8); TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL A. KORNFIELD (0.2). |
| MEEHAN EJ | 11/23/08 | 0.20 | REVIEW DEVELOPMENTS AND PLANNING ON CREDITORS COMMITTEE DISCOVERY. |
| MEEHAN EJ | 11/24/08 | 0.30 | ADDRESS PROCEDURES FOR RESPONDING TO DISCOVERY REQUESTS BY CREDITORS COMMITTEE. |
| MEEHAN EJ | 11/25/08 | 0.30 | ADDRESS DISCOVERY FROM CREDITORS COMMITTEE. |
| | | 3.20 | |
| Total Partner | | 26.30 | |
| FREDERICKS IS | 11/26/08 | 0.20 | REVIEW AND REVISE NOTICE OF FILING OF EXECUTED DIP CREDIT AGREEMENT AND REDLINE COMPARED TO VERSION FILED WITH THE MOTION (.2). |
| | | 0.20 | |
| GRANT K | 11/11/08 | 0.70 | REVIEWED DRAFT PAYOFF LETTER FOR PREPETITION FACILITY (.4) AND EMAILS WITH M. MCFARLAND REGARDING SAME. (.3). |
| GRANT K | 11/12/08 | 1.30 | TELECONFERENCES WITH KIRKLAND AND RIEMER TEAMS AND CLIENT REGARDING DIP FINANCING FACILITY FUNDING AND CLOSING (.9); EMAILS REGARDING SAME. (.4). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GRANT K | 11/24/08 | 2.10 | REVIEWED DRAFT FINAL DIP ORDER AND KIRKLAND'S PROPOSED CHANGES FOR SAME (1.2); REVIEWED FIRST REPORT OF MONITOR FOR CANADIAN PROCEEDINGS (.9). |
| | | 4.10 | |
| Total Associate | | 4.30 | |
| HEANEY CM | 11/11/08 | 1.10 | DRAFT EDIT/REVISE NOTICE OF ENTRY OF INTERIM DIP ORDER (.7); OBTAIN, REVIEW AND DISTRIBUTE DIP DOCUMENTS ON THIRD PARTIES (.4). |
| HEANEY CM | 11/12/08 | 0.30 | REVIEW ORGANIZE AND DISTRIBUTE FINANCING PLEADINGS (.3). |
| HEANEY CM | 11/17/08 | 0.30 | DRAFT EDIT/REVISE NOTICE OF EXECUTE CREDIT AGREEMENTS (.3). |
| HEANEY CM | 11/19/08 | 0.40 | EDIT/REVISE NOTICE OF EXECUTED CREDIT AGREEMENT (.4). |
| | | 2.10 | |
| Total Legal Assistant | | 2.10 | |
| MATTER TOTAL | | <u>12.70</u> | |

SHADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Insurance

Bill Date: 12/09/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------------------|----------|--------------|---|
| GALARDI CM | 11/10/08 | 0.80 | PREPARE FOR AND REPRESENT COMPANY AT HEARING ON INSURANCE MOTION (.8). |
| GALARDI CM | 11/12/08 | 1.20 | PARTICIPATE IN CALLS RE: INSURANCE COVERAGE (.8); REVIEW AND RESPOND TO EMAILS RE: PROGRAMS (.4). |
| GALARDI CM | 11/14/08 | 0.40 | REVIEW AND RESPOND TO EMAILS RE: INSURANCE PLACEMENT (.4). |
| GALARDI CM | 11/17/08 | 0.40 | ADDRESS INSURANCE ISSUES WITH L. BALDYGA (.4). |
| GALARDI CM | 11/19/08 | 0.10 | REVIEW AND RESPOND TO EMAILS RE: INSURANCE QUOTES (.1). |
| | | 2.90 | |
| REYNOLDS T | 11/11/08 | 2.10 | REVIEW EMAILS. |
| REYNOLDS T | 11/12/08 | 4.30 | CALL WITH L. BALDYGA; BOARD CONFERENCE CALL. |
| REYNOLDS T | 11/13/08 | 2.10 | FOLLOW UP CALL RE RUNOFF PLACEMENT ISSUES; EMAILS RE SAME. |
| | | 8.50 | |
| Total Partner | | 11.40 | |
| LAZAROFF KA* | 11/10/08 | 1.10 | PREPARED FOR SERVICE AND DISTRIBUTION OF FIRST DAY INSURANCE MOTION TO INTERESTED PARTIES. |
| LAZAROFF KA* | 11/11/08 | 2.00 | CORRESPONDENCE WITH THE DEBTORS ABOUT INSURANCE PARTIES IN INTEREST. |
| | | 3.10 | |
| Total Associate/Law Clerk | | 3.10 | |
| MATTER TOTAL | | <u>14.50</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Intellectual Property

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------------|---|
| FISHER CP | 11/14/08 | 6.20 | RESEARCH RE: EFFECT OF STAY ON LICENSES (6.2). |
| | | 6.20 | |
| Total Associate | | 6.20 | |
| MATTER TOTAL | | <u>6.20</u> | |

SHADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Leases (Real Property)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|---|
| DICKERSON CL | 11/16/08 | 0.50 | ATTENTION TO REVIEW OF DOCUMENTS RE REAL ESTATE LIQUIDATOR. |
| DICKERSON CL | 11/17/08 | 2.50 | ATTENTION TO ANALYSIS OF VARIOUS LANDLORD OBJECTIONS (2.1); MULTIPLE DISCUSSIONS WITH CLIENT AND OTHER PROFESSIONALS RE SAME (.4). |
| DICKERSON CL | 11/24/08 | 0.20 | REVIEW DJM PRESS RELEASE. |
| | | 3.20 | |
| GALARDI GM | 11/10/08 | 1.20 | PREPARE FOR AND ATTEND HEARING ON LEASE REJECTION MOTION (.4); ADDRESS NUMEROUS LANDLORD CONCERNS AT HEARING (.5); CALL WITH COUNSEL FOR LANDLORDS PRIOR TO HEARING (.3). |
| GALARDI GM | 11/11/08 | 0.80 | REVIEW AND RESPOND TO EMAILS RE: LANDLORD STUB RENT AND OTHER REQUESTS. |
| GALARDI GM | 11/12/08 | 1.90 | WORK ON ISSUES WITH LANDLORD COUNSEL RE: STUB RENT AND GOB GUIDELINES (1.2); CALLS AND EMAILS WITH R. LEHANE RE: SAME (.4); CALLS AND EMAILS WITH COMPANY RE: PAYMENT STRATEGY AND ISSUES (.3). |
| GALARDI GM | 11/13/08 | 1.70 | CONTINUE TO WORK ON LEASE REQUESTS (1.1); REVIEW AND RESPOND TO QUESTIONS FROM D. MILLER ON REAL ESTATE ISSUES (.6). |
| GALARDI GM | 11/14/08 | 1.20 | REVIEW AND RESPOND TO EMAILS FROM LANDLORD COUNSEL (.3); DEVELOP STRATEGY RE: STUB RENT ISSUES AS WELL AS SALES AND ASSIGNMENT OF LEASES (.9). |
| GALARDI GM | 11/16/08 | 0.20 | BRIEFLY REVIEW DJM AGREEMENT (.3). |
| GALARDI GM | 11/18/08 | 1.40 | REVIEW AND RESPOND TO QUESTIONS RE: LEASE ISSUE (.6); REVIEW AND COMMENT ON DRAFT MOTION RE: 365(D) (4) (.9). |
| GALARDI GM | 11/19/08 | 0.80 | REVIEW AND COMMENT ON 365(D) (4) MOTION (.8). |
| GALARDI GM | 11/20/08 | 1.70 | WORK ON REAL ESTATE LEASE STRATEGY WITH FTI (.9); CALL WITH R. LEHANE RE: SAME (.6); FOLLOW-UP CALL WITH COMMITTEE RE: LEASE ISSUES (.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GALARDI GM | 11/23/08 | 0.40 | EMAILS WITH COMMITTEE AND OTHERS RE: REQUESTS FOR STUB RENT (.4). |
| GALARDI GM | 11/30/08 | 0.40 | REVIEW AND COMMENT ON STUB RENT PROPOSAL (.4). |
| | | 11.80 | |
| Total Partner | | 15.00 | |
| BAKER SK | 11/10/08 | 0.90 | REVIEW RENT DEFAULT NOTICES. |
| BAKER SK | 11/10/08 | 1.50 | REVISE SPREADSHEET REGARDING DEFAULT AND TERMINATION NOTICES. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| BAKER SK | 11/12/08 | 5.30 | REVIEW RENT DEFAULT NOTICE REGARDING LEASE FOR STORE IN WALDORP, MD SHOPPING CENTER (.2); REVIEW RENT DEFAULT NOTICE REGARDING LEASE FOR STORE IN FINGERLAKES CROSSING IN AUBURN, NY (.3) REVIEW RENT DEFAULT NOTICE REGARDING HUMBLE, TEXAS STORE (.2); REVIEW RENT DEFAULT NOTICE REGARDING LITTLE ROCK, ARKANSAS (.3); REVIEW RENT DEFAULT NOTICE REGARDING MAPLEWOOD, MINNESOTA STORE; REVIEW RENT DEFAULT NOTICE REGARDING MARRERO, LOUISIANA STORE (.3); REVIEW RENT DEFAULT NOTICE REGARDING SAKM, OREGON STORE (.2); REVIEW RENT DEFAULT NOTICE REGARDING NASHVILLE, TENNESSEE STORE (.2); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 1298 IN PANAMA CITY, FLORIDA (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 3338 IN OLYMPIA, WASHINGTON (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE IN CARY, NORTH CAROLINA (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE IN ROME, GEORGIA (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 3423 IN VERO BEACH, FLORIDA (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 1360 IN CULVER CITY, CALIFORNIA (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 1790 IN BOLINGERBROOK, ILLINOIS (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 3122 IN CALUMET CITY, ILLINOIS (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 4115 IN NASHUA, NEW HAMPSHIRE (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 4116 PORTSMOUTH, NEW HAMPSHIRE (.3); REVIEW RENT DEFAULT NOTICE REGARDING STORE NUMBER 4124 MANCHESTER, NEW HAMPSHIRE (.2); REVIEW RENT DEFAULT NOTICE REGARDING STORES IN TYLER AND LUBDOCK, TEXAS (.1); REVISE SPREADSHEET REPORT REGARDING LANDLORD RENT DEFAULT NOTIFICATIONS (.1). |
| BAKER SK | 11/14/08 | 0.30 | REVIEW CORRESPONDENCE REGARDING DAMAGE TO BETHLEHEM, PENNSYLVANIA STORE AND INSURANCE PROCEEDS (.2); REVIEW RENT DEFAULT NOTICE FOR IMPERIAL PROMENADE SHOPPING CENTER STORE (.1). |
| BAKER SK | 11/19/08 | 0.60 | RESEARCH REGARDING INTERPRETATION OF CAUSE UNDER SECTION 365(D) (4). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|---------------|----------|-------|--|
| BAKER SK | 11/25/08 | 0.50 | REVIEW MOTION BY BASILE LLC REGARDING COMPEL PAYMENT OF RENT. |
| | | 9.10 | |
| DOSUNMU FS | 11/13/08 | 11.40 | WORKED WITH K. GRANT RE: REJECTED LEASES ISSUES (3.3); RESEARCH ON ISSUES RE: ASSUMED/REJECTED LEASES (7.6). |
| DOSUNMU FS | 11/17/08 | 0.40 | RESEARCH ON ISSUES RE: LEASES. |
| DOSUNMU FS | 11/20/08 | 0.60 | REVIEW FILED LEASED OBJECTIONS. |
| DOSUNMU FS | 11/24/08 | 2.70 | REVIEW CASE MATERIALS RE: REJECTED LEASES AND OBJECTIONS (2.4); CONFERENCE WITH K. GRANT (3.3). |
| DOSUNMU FS | 11/25/08 | 13.40 | REVIEW LEASE OBJECTIONS (2.5); RESEARCH RE: LEASE ISSUES (6.3); DRAFT RESPONSE IN SUPPORT OF ORDER REJECTING LEASES (4.5). |
| DOSUNMU FS | 11/26/08 | 12.80 | REVIEW OBJECTIONS TO REESE REJECTION ORDER (4.6); DRAFT RESPONSES IN SUPPORT OF ORDER REJECTING LEASES (4.9); RESEARCH RE: LEASE ISSUES (4.9). |
| DOSUNMU FS | 11/28/09 | 24.60 | REVIEW LEASE OBJECTIONS TO LEASE REJECTION ORDER (2.4); REVIEW AND REVISE RESPONSE IN SUPPORT OF ORDER REJECTING LEASES (3.6); RESEARCH ON ISSUES REGARDING STORE RENT (2.6); DRAFT OMNIBUS OBJECTION TO MOTION TO COMPEL PAYMENT OF POST-PETITION RENT AS ADMINISTRATIVE CLAIM (4.2); REVIEW AND REVISE EXHIBIT TO RESPONSE IN SUPPORT OF ORDER REJECTING LEASES (2.4). |
| DOSUNMU FS | 11/29/08 | 10.30 | REVIEW AND REVISE OMNIBUS OBJECTION TO MOTION TO COMPEL (5.1); DRAFT REPLY IN SUPPORT OF STORE CLOSING MOTIONS (4.1); RESEARCH ISSUES RE: LEASE OBJECTIONS; REVIEW AND REVISE LEASE REJECTION MOTION (1.1). |
| DOSUNMU FS | 11/30/08 | 3.60 | REVIEW AND REVISE REPLY IN SUPPORT OF STORE CLOSING MOTION (1.2); REVIEW AND REVISE REPLY IN SUPPORT OF LEASE REJECTION MOTION (1.1); REVIEW AND REVISE REPLY IN SUPPORT OF OMNIBUS OBJECTION TO MOTION TO COMPEL (1.3). |
| | | 69.80 | |
| FREDERICKS IS | 11/12/08 | 0.30 | CORRESPONDENCE TO AND FROM D. KILLER RE: RETURNING KEYS PER COURT'S ORDER (3.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|--------------|---|
| FREDERICKS IS | 11/15/08 | 7.40 | DRAFT MOTION TO EXTEND TIME TO ASSUME OR REJECT UNEXPIRED LEASES; CONDUCT RELATED RESEARCH AND REVIEW RELEVANT DOCUMENTS, INCLUDING CREDIT AGREEMENT (7.4). |
| FREDERICKS IS | 11/18/08 | 1.90 | REVIEW AND REVISE MOTION TO EXTEND TIME TO ASSUME OR REJECT UNEXPIRED LEASES (1.6); MULTIPLE CORRESPONDENCE FROM AND TO COUNSEL TO LANDLORD FOR STORE CLOSING LOCATION (1.3). |
| FREDERICKS IS | 11/19/08 | 3.40 | REVIEW AND REVISE MULTIPLE DRAFTS OF 365(D) (4) EXTENSION MOTION AND CORRESPONDENCE TO G. CALARDI RE: SAME (1.7). |
| FREDERICKS IS | 11/20/08 | 3.70 | REVIEW, REVISE AND FINALIZE 365(D) (4) EXTENSION MOTION, INCLUDING REVIEW AND COMMENTING ON THREE EXHIBITS TO ENSURE ACCURACY, AND COORDINATE FILING (3.7). |
| FREDERICKS IS | 11/26/08 | 0.50 | CORRESPONDENCE TO AND FROM D. POLLACK RE: EXHIBIT TO LEASE SALE PROCEDURES MOTION (1.1); CORRESPONDENCE TO AND FROM K. GRANT RE: SAME (1.1); REVIEW REVISED SCHEDULE TO LEASE SALE PROCEDURES MOTION (1.3); DRAFT NOTICE OF FILING OF SCHEDULE TO LEASE SALE PROCEDURES MOTION (1.2). |
| FREDERICKS IS | 11/30/08 | 5.90 | REVIEW AND REVISE OMNIBUS REPLY TO VARIOUS OBJECTIONS TO THE LEASE REJECTION MOTION AND RELATED RESEARCH (5.9). |
| | | 23.10 | |
| GARTNER M | 11/18/08 | 4.70 | DRAFT, REVIEW AND REVISE BIDDING PROCEDURES AND DOCUMENTS RELATING TO LEASE SALE MOTION (4.7). |
| GARTNER M | 11/19/08 | 6.30 | CONTINUE TO DRAFT, REVIEW, AND REVISE VARIOUS DOCUMENTS RELATING TO LEASE SALE MOTION (6.3). |
| GARTNER M | 11/20/08 | 6.60 | DRAFT AND REVISE DOCUMENTS RELATED TO LEASE SALE MOTION (6.6). |
| GARTNER M | 11/21/08 | 4.70 | CONTINUE TO DRAFT AND REVISE DOCUMENTS RELATED TO LEASE SALE MOTION (4.7). |
| | | 22.30 | |
| GRANT K | 11/10/08 | 1.90 | TELECONFERENCES AND EMAILS WITH D. MILLER REGARDING REAL ESTATE MATTERS (1.5); ANALYSIS OF SAVOY SPRINGS LEASE (1.7) AND EXETER LEASE (1.6). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GRANT K | 11/11/08 | 1.70 | DRAFTED RESPONSE LETTER REGARDING 1965 BROADWAY LEASE (.6); REVIEWED NOTICE REGARDING MANSFIELD LEASE (.4); EMAILS AND TELECONFERENCES WITH D. MILLER REGARDING SAME. (.7). |
| GRANT K | 11/12/08 | 3.10 | RESEARCH REGARDING PAYMENT OF STUD PERIOD RENTS (1.1); EMAILS WITH D. MILLER REGARDING POSTPETITION LEASE ISSUES (.9); TELECONFERENCE WITH D. MILLER REGARDING OKLAHOMA CITY LEASE (.2) AND REVIEW OF CORRESPONDENCE FROM LANDLORD REGARDING SAME (.3); TELECONFERENCE WITH D. POLLACK REGARDING PARSIPPANY STORE (.3); TELECONFERENCE WITH S. ZANK REGARDING OKLAHOMA CITY STORE. (.3). |
| GRANT K | 11/13/08 | 5.60 | EMAILS WITH D. MILLER REGARDING REAL ESTATE LEASING ISSUES (1.4); TELECONFERENCES AND EMAILS WITH VARIOUS LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (3.8); EMAILS WITH D. FOLEY REGARDING SAME. (.4). |
| GRANT K | 11/14/08 | 7.50 | TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING VARIOUS INQUIRIES (6.1); BEGAN WORK ON MOTION TO APPROVE LEASE SALE PROCEDURES (1.4). |
| GRANT K | 11/17/08 | 10.20 | DRAFTED LETTER TO LANDLORDS REGARDING STATUS OF RENT (.8); DRAFTED STAY VIOLATION LETTER (.6); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE STATUSES (4.9); CONTINUED WORK ON MOTION TO APPROVE LEASE AUCTION PROCEDURES. (5.9). |
| GRANT K | 11/18/08 | 7.90 | TELECONFERENCES AND EMAILS WITH LANDLORD AND COUNSEL REGARDING LEASE INQUIRIES (5.6); CONTINUED WORK ON LEASE SALE PROCEDURES MOTION (1.9); EMAILS AND TELECONFERENCES WITH D. MILLER REGARDING LEASE ISSUES. (.4). |
| GRANT K | 11/19/08 | 7.80 | CONTINUED WORK ON LEASE SALE PROCEDURES AND MOTION (2.9); TELECONFERENCE AND EMAILS WITH LANDLORDS AND COUNSEL REGARDING LEASE ISSUES (3.8); REVIEWED LANDLORD OBJECTIONS (.6); REVIEWED CONTRACT WITH DJM. (.5). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GRANT K | 11/20/08 | 7.60 | TELECONFERENCE WITH D. MILLER AND OTHER CLIENTS REGARDING REJECTED LEASE ISSUES (.4); REVIEWED AND ANALYZED OBJECTIONS TO LEASE MOTIONS (2.9); REVIEWED CORRESPONDENCE FROM LANDLORDS' COUNSEL (1.2); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (1.6) WORKED ON REVISIONS TO LEASE SALE PROCEDURES MOTION (1.5). |
| GRANT K | 11/21/08 | 6.70 | CONTINUED WORK ON LEASE SALE PROCEDURES MOTION, ORDER AND NOTICE (2.9) CONTINUED REVIEW AND ANALYSIS OF LANDLORD OBJECTIONS (1.9); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (1.9). |
| GRANT K | 11/24/08 | 4.60 | TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (4.2); CONTINUED REVIEW AND ANALYSIS OF OBJECTIONS TO LEASE MOTIONS. (2.4). |
| GRANT K | 11/25/08 | 5.80 | TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (1.4) EMAILS WITH D. MILLER REGARDING SAME. (.5) REVISED AND FINALIZED LEASE SALE PROCEDURES MOTION, ORDER AND EXHIBITS (1.8) BEGAN WORK ON RESPONSE IN SUPPORT OF LEASE REJECTION AND STORE CLOSING MOTIONS. (2.1). |
| GRANT K | 11/26/08 | 3.30 | CONTINUED WORK ON RESPONSES TO OBJECTIONS TO STORE CLOSING MOTION AND LEASE REJECTION MOTION (1.9); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (1.4). |
| | | 75.60 | |
| LAZAROFF KA* | 11/10/08 | 1.00 | BEGAN PREPARING MOTION TO EXTEND 365(D) (4) LEASE REJECTIONS. |
| LAZAROFF KA* | 11/11/08 | 1.60 | DRAFTED MOTION TO EXTEND 365(D) (4) LEASE REJECTION PERIOD. |
| LAZAROFF KA* | 11/12/08 | 2.20 | COMPLETED 365(D) (4) MOTION TO EXTEND LEASE REJECTION PERIOD. |
| LAZAROFF KA* | 11/20/08 | 2.00 | RECORDED AND SUMMARIZED OBJECTIONS TO STORE CLOSING AND LEASE REJECTION ORDERS. |
| LAZAROFF KA* | 11/21/08 | 1.20 | RECORDED OBJECTIONS AND RESPONSES TO LEASE REJECTION AND STORE CLOSING MOTIONS. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|---------------------------|----------|--------|---|
| LAZAROFF KA* | 11/24/08 | 0.90 | REVIEWED AND SUMMARIZED OBJECTIONS TO LEASE REJECTION MOTION AND STORE CLOSING MOTION. |
| LAZAROFF KA* | 11/25/08 | 10.00 | RECORDED AND SUMMARIZED OBJECTIONS TO LEASE REJECTION AND STORE CLOSING MOTIONS (1). RESEARCHED VARIOUS ISSUES IN RESPONSE TO OBJECTIONS TO LEASE REJECTION MOTION, INCLUDING: WHEN REJECTION BECOMES EFFECTIVE; THE STATUS OF RENT OBLIGATIONS UNDER 365 AND 503; AND WHAT A DEBTOR MUST DO TO SURRENDER POSSESSION (9.1). |
| LAZAROFF KA* | 11/26/08 | 6.50 | REVIEWED OBJECTIONS TO LEASE REJECTION AND STORE CLOSING MOTIONS AND MOTIONS TO COMPEL PAYMENT OF STORE RENT (1.5); INTERNAL WORKING GROUP STATUS CALL (1.5); COORDINATED RESPONSES TO OBJECTIONS (2); RESEARCHED WHEN REJECTION OF LEASES BECOMES EFFECTIVE (2.5). |
| LAZAROFF KA* | 11/28/08 | 8.10 | PREPARED EXHIBIT FOR OMNIBUS OBJECTION TO MOTIONS TO COMPEL PAYMENT OF STORE RENT (1.5); PREPARED EXHIBIT FOR OMNIBUS REPLY TO OBJECTIONS TO STORE CLOSING MOTION (1.4); DRAFTED SUMMARIES OF OBJECTIONS TO LEASE REJECTIONS AND RESPONSES (4); RESEARCHED LEASE REJECTION ISSUES INCLUDING RESPONSIBILITY FOR REPAIR AND REMOVAL COSTS, ABANDONMENT OF PERSONAL PROPERTY, AND PROPERTY TAX OBLIGATIONS (3.4). |
| LAZAROFF KA* | 11/29/08 | 8.50 | REVIEWED AND SUMMARIZED ONLINE RESEARCH ON LEASE REJECTION ISSUES INCLUDING LIABILITY FOR ABANDONED PROPERTY, REPAIR AND REMOVAL COSTS, PROPERTY TAXES, COMMON AREA MAINTENANCE CHARGES, AND SECURITY DEPOSITS (3.7); REVISED LEASE REJECTION MOTION (1.6); RESEARCHED, REVIEWED, AND SUMMARIZED OBJECTIONS TO GOING OUT OF BUSINESS SALE METHODS (3); REVISED EXHIBIT FOR OMNIBUS REPLY TO OBJECTIONS TO STORE CLOSING MOTION (1.2). |
| LAZAROFF KA* | 11/30/08 | 3.00 | REVISED OBJECTION CHART FOR REPLY TO LEASE REJECTION MOTION (2); REVISED LEASE REJECTION REPLY MOTION (1). |
| | | 45.20 | |
| Total Associate/Law Clerk | | 245.10 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| DEMMA J | 11/20/08 | 5.10 | PREPARE LEASES AND LEASE SUMMARIES FOR ATTORNEY REVIEW (5.1). |
| DEMMA J | 11/24/08 | 2.60 | PREPARE LEASES FOR ATTORNEY REVIEW (2.6). |
| DEMMA J | 11/26/08 | 1.60 | PREPARE LEASES FOR ATTORNEY REVIEW (1.6). |
| | | 9.30 | |
| HEANEY CM | 11/20/08 | 3.40 | REVIEW CASE FILES AND COURT DOCKETS RE: 365(D)(4) DOCUMENTS TO BE USED AS PRECEDENT (.4); OBTAIN AND DISTRIBUTE PRECEDENT (.2); DRAFT, EDIT/REVISE EXHIBIT FOR MOTION (.9); ASSIST ATTORNEY WITH PREPARATION OF DOCUMENTS (1.9). |
| | | 3.40 | |
| Total Legal Assistant | | 12.70 | |
| NELSON VP | 11/13/08 | 2.80 | RESEARCH RE BANKRUPTCY CASES INVOLVING REJECTED LEASES AND RENTS PAID BY SUBTENANTS. |
| | | 2.80 | |
| Total Legal Assistant Specialist | | 2.80 | |
| MATTER TOTAL | | <u>275.60</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Litigation (General)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| GALARDI GM | 11/12/08 | 0.80 | ANALYZE DEFENSE TO PANASONIC CONSIGNMENT CLAIM AND INSOLVENCY TERMINATION (.8). |
| GALARDI GM | 11/14/08 | 1.30 | REVIEW ISSUES RE: HINGREGG CREDIT CARD OFFER (.4); ANALYZE RESEARCH (.3); REVIEW INTERNET ARTICLE (.2); REVIEW AND RESPOND TO EMAILS RE: GIFT CARD STRATEGY (.4). |
| GALARDI GM | 11/20/08 | 2.10 | REVIEW AND BEGIN COORDINATING COMMITTEE DISCOVERY. |
| | | 4.20 | |
| Total Partner | | 4.20 | |
| HERRMANN DD | 11/14/08 | 3.10 | RESEARCH RE GIFT CARDS AND OTHERS ACCEPTANCE THEREOF. |
| HERRMANN DD | 11/19/08 | 4.70 | RESEARCH LEGAL POINTS RE ENFORCEMENT OF EQUITY ORDER/STAY VIOLATION (2.6); PREPARE RIDERS FOR MOTION RE SAME (1.2); RESEARCH FACTUAL POINTS RE SALINAS PURCHASES (.9). |
| | | 7.80 | |
| LIBERTI JM | 11/21/08 | 9.60 | REVIEW DOCUMENT REQUESTS AND DEPOSITION NOTICES PROPOUNDED BY THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS UPON THE DEBTORS, FTI CONSULTING, AND BANK OF AMERICA (1.6); BEGIN PREPARING RESPONSES TO DISCOVERY REQUESTS (1.3); CONFERENCE CALLS RE: DISCOVERY MATTERS (1.6); EVALUATE ELECTRONIC DISCOVERY MATTERS WITH LITIGATION TECHNOLOGY COORDINATOR (0.6); REVIEW PLEADINGS, DOCUMENTS AND COMMUNICATIONS RELATING TO BASIS OF DISCOVERY (2.4); ORGANIZE NOTES RE: POTENTIAL DISCOVERY CUSTODIANS (0.9). |
| LIBERTI JM | 11/22/08 | 1.20 | CONFERENCE CALL WITH F. TELEGADAS, A. MCCRAY, D. POLEY RE: COMMITTEE DISCOVERY ISSUES (0.4); REVIEW DRAFT DISCOVERY RESPONSES (0.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LIBERI JM | 11/25/08 | 4.20 | ORGANIZE INFORMATION RE: POTENTIAL CUSTODIANS IN RESPONSE TO COMMITTEE DISCOVERY REQUESTS (1.1); WORK WITH LITIGATION TECHNOLOGY GROUP ON DOCUMENT RETENTION MATTERS (0.9); DRAFT LITIGATION HOLD REQUESTS (0.8); REVIEW DOCUMENTS AND COMMUNICATIONS RE: COMMITTEE DISCOVERY REQUESTS (1.4). |
| LIBERI JM | 11/26/08 | 1.40 | REVIEW DISCOVERY RESPONSE PLANS (0.6); REVIEW DRAFT DISCOVERY RESPONSES (0.8). |
| | | 16.40 | |
| RUNNELLS ST* | 11/21/08 | 4.30 | REVIEW DIP FILINGS AND REQUESTS FOR PRODUCTION OF DOCUMENTS (.3); MEET WITH G. GALARDI AND J. LIBERI RE: REQUESTS FOR PRODUCTION OF DOCUMENTS AND STATUS OF CASE, AND CREATE CHART OF DOCUMENT PRODUCTION REQUESTS BY TOPIC (1.1); MEET WITH G. GALARDI AND J. LIBERI RE: COORDINATING DISCOVERY AND DRAFT LITIGATION HOLD LETTER FOR RETENTION OF DOCUMENTS (1.5); CONFERENCE CALL WITH IN-HOUSE AND OUTSIDE COUNSEL RE: COORDINATING DISCOVERY EFFORTS (.4); DRAFT AND CIRCULATE CONFIDENTIALITY AGREEMENT (.3); CONFERENCE CALL WITH OTHER COUNSEL TO COORDINATE DISCOVERY EFFORTS AND IDENTIFY CUSTODIANS OF DOCUMENTS (1.0). |
| RUNNELLS ST* | 11/24/08 | 1.10 | CONFERENCE CALL WITH LOCAL COUNSEL AND COMMITTEE COUNSEL RE: DOCUMENT REQUESTS AND DISCOVERY SCHEDULE; WRITE MEMO SUMMARIZING CONFERENCE CALL AND EMAIL TO J. LIBERI. |
| RUNNELLS ST* | 11/25/08 | 0.80 | EMAIL J. LIBERI AND OTHER COUNSEL RE: DRAFT CONFIDENTIALITY AGREEMENT; PROVIDE DRAFT FOR REVIEW; SCHEDULE CONFERENCE CALL RE: DISCOVERY ISSUES; REVIEW DRAFT LITIGATION HOLD ORDER. |
| RUNNELLS ST* | 11/26/08 | 0.40 | CONFERENCE CALL WITH DEBTORS' COUNSEL RE: DISCOVERY STATUS AND UPDATES AND DOCUMENT PRODUCTION FROM LAW FIRM CUSTODIANS. |
| | | 6.60 | |
| Total Associate/Law Clerk | | 30.80 | |
| MATTER TOTAL | | <u>35.00</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Nonworking Travel Time

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|--------------|--|
| DICKERSON CL | 11/12/08 | 3.50 | NONWORKING TRAVEL TO CHICAGO FOLLOWING FIRST DAY HEARING. |
| | | 3.50 | |
| GALARDI GM | 11/14/08 | 3.80 | NONWORKING DELAYED TRAVEL FROM RICHMOND TO WILMINGTON. |
| GALARDI GM | 11/19/08 | 4.10 | TRAVEL TO AND FROM WASHINGTON DC FOR CREDITORS COMMITTEE MEETING. |
| | | 7.90 | |
| Total Partner | | 11.40 | |
| FREDERICKS IS | 11/11/08 | 4.30 | TRAVEL FROM DOWNTOWN RICHMOND TO THE COMPANY (.5); TRAVEL FROM THE COMPANY TO RICHMOND AIRPORT (TRAFFIC DELAYS) (1.4); TRAVEL FROM RICHMOND TO PHILADELPHIA, INCLUDING TIME WAITING FOR FLIGHT (1.8); TRAVEL FROM PHILADELPHIA AIRPORT TO WILMINGTON (.5). |
| | | 4.10 | |
| Total Associate | | 4.30 | |
| MATTER TOTAL | | <u>15.70</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Regulatory and SEC Matters

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------------|--|
| DICKERSON CL | 11/15/08 | 0.70 | ATTENTION TO ISSUES RE SECURITIES FILINGS (.7). |
| | | 0.70 | |
| Total Partner | | 0.70 | |
| MATTER TOTAL | | <u>0.70</u> | |

SHADDEN, ARPS, SLATE, MEAGHER & FLOH LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Reorganization Plan / Plan Sponsors

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------------|--|
| GRANT K | 11/12/08 | 4.20 | CONTINUED WORK ON DRAFT PLAN OF REORGANIZATION. (4.2). |
| GRANT K | 11/13/08 | 4.30 | CONTINUED WORK ON DRAFT PLAN. (4.3). |
| GRANT K | 11/14/08 | 0.60 | CONTINUED WORK ON DRAFT PLAN. (.8). |
| | | 9.30 | |
| Total Associate | | 9.30 | |
| MASTER TOTAL | | <u>9.30</u> | |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Reports and Schedules

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------|---|
| GALARDI CM | 11/18/08 | 0.70 | CALL WITH FTI AND COMPANY RE; SCHEDULES AND STATEMENTS. |
| | | 0.70 | |
| Total Partner | | 0.70 | |
| FREDERICKS IS | 11/26/08 | 0.70 | TELEPHONE CALL TO T. BERNKE RE: ISSUES RELATED TO SCHEDULES AND SOPAS (,7). |
| | | 0.70 | |
| Total Associate | | 0.70 | |
| MATTER TOTAL | | 1.40 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Retention / Fee Matters (SASM&F)

Bill Date: 12/02/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|--|
| DICKERSON CL | 11/17/08 | 1.20 | REVIEW SKADDEN RETENTION PLEADINGS. |
| DICKERSON CL | 11/18/08 | 1.10 | CONTINUED ATTENTION TO REVIEW OF SKADDEN RETENTION PLEADINGS. |
| | | 2.30 | |
| GALARDI CM | 11/16/08 | 0.40 | FOLLOW-UP RE: SKADDEN RETENTION APPLICATION (.4). |
| GALARDI CM | 11/17/08 | 1.10 | REVIEW AND EDIT GALARDI AFFIDAVIT FOR RETENTION. |
| GALARDI CM | 11/18/08 | 1.20 | FINALIZE SKADDEN RETENTION. |
| GALARDI CM | 11/20/08 | 0.90 | FINALIZE SKADDEN RETENTION (.9). |
| | | 1.60 | |
| Total Partner | | 5.90 | |
| BAKER SK | 11/12/08 | 3.50 | DRAFT CONFLICT OF INTEREST EMAILS TO PARTNERS. |
| | | 3.50 | |
| FISHER CP | 11/10/08 | 8.10 | RESEARCH RE: CONNECTIONS AND DISCLOSURE (8.1). |
| FISHER CP | 11/11/08 | 1.70 | RESEARCH RE: CONNECTIONS AND DISCLOSURE (1.7). |
| FISHER CP | 11/12/08 | 5.70 | RESEARCH RE: CONNECTIONS & DISCLOSURE (5.7). |
| FISHER CP | 11/13/08 | 0.20 | RESEARCH RE: CONNECTIONS AND DISCLOSURE (0.2). |
| | | 15.70 | |
| FREDERICKS IS | 11/12/08 | 0.80 | WORK W/ K. LAZAROFF ON SKADDEN RETENTION MATTERS, INCLUDING OBTAINING INFORMATION ON CONNECTIONS AND RELATIONSHIPS (.8). |
| FREDERICKS IS | 11/13/08 | 2.40 | WORK WITH K. LAZAROFF RE: CONNECTIONS SEARCHES FOR PREPARATION OF BANKRUPTCY RULE 2014 DISCLOSURE AFFIDAVIT. |
| FREDERICKS IS | 11/14/08 | 2.80 | REVIEW AND REVISE SASM&F RETENTION APPLICATION, AFFIDAVIT AND RELATED DOCUMENTS AND CORRESPONDENCE TO G. GALARDI FOR REVIEW (2.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|---------------------------|----------|-------|---|
| FREDERICKS IS | 11/19/08 | 3.80 | REVIEW AND REVISE G. GALARDI 2014 AFFIDAVIT CONSISTENT WITH COMMENTS AND CORRESPONDENCE TO G. GALARDI RE: OPEN ITEMS. |
| | | 9.80 | |
| KUMAR JS | 11/12/08 | 2.60 | EMAILING PARTNERS TO CONFIRM LACK OF CONFLICTS. |
| | | 2.60 | |
| LAZAROFF KA* | 11/10/08 | 7.00 | RESEARCHED FOR RULE 2014 DISCLOSURES. |
| LAZAROFF KA* | 11/11/08 | 9.50 | ANALYZED CONNECTIONS FOR RULE 2014 DISCLOSURES. |
| LAZAROFF KA* | 11/12/08 | 12.00 | RESEARCHED CONNECTIONS FOR RULE 2014 DISCLOSURES (9). DRAFTED SKADDEN RETENTION AFFIDAVIT (3). |
| LAZAROFF KA* | 11/13/08 | 6.00 | RESEARCH FOR RULE 2014 DISCLOSURES (2); DRAFTED RETENTION AFFIDAVIT (4). |
| LAZAROFF KA* | 11/14/08 | 6.10 | RESEARCHED FOR RULE 2014 DISCLOSURES (3); REVISED RETENTION AFFIDAVIT (1.5); DRAFTED EXHIBITS, APPLICATION AND ORDER FOR RETENTION APPLICATION (1.8). |
| LAZAROFF KA* | 11/18/08 | 0.80 | RESEARCHED PRIOR CIRCUIT CITY-RELATED REPRESENTATION FOR RETENTION AFFIDAVIT. |
| LAZAROFF KA* | 11/19/08 | 5.90 | CONNECTIONS AND DISCLOSURE RESEARCH (2.5), RESEARCHED PRIOR CIRCUIT CITY-RELATED REPRESENTATIONS (1.6), REVISED RETENTION AFFIDAVIT (.9). |
| LAZAROFF KA* | 11/20/08 | 1.80 | PREPARED EXHIBIT FOR RETENTION AFFIDAVIT (1); RESEARCHED CONNECTIONS AND DISCLOSURE (.5); DISCUSSED CIRCUIT CITY-RELATED PRIOR REPRESENTATIONS (.2). |
| LAZAROFF KA* | 11/21/08 | 0.10 | IDENTIFIED PARTIES IN INTEREST. |
| | | 48.70 | |
| REED AL* | 11/19/08 | 0.70 | PREPARE COMPENSATION DISCLOSURE IN ACCORDANCE WITH LOCAL RULES. |
| REED AL* | 11/21/08 | 0.20 | FINALIZE COMPENSATION DISCLOSURE. |
| | | 0.90 | |
| Total Associate/Law Clerk | | 31.20 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
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| HEANEY CM | 11/13/08 | 0.40 | REVIEW CASE FILES AND COURT DOCUMENT FOR PLEADINGS TO BE USED AS PRECEDENT (.4). |
| HEANEY CM | 11/19/08 | 0.30 | DRAFT EDIT/REVISE COVER PAGE FOR RETENTION SCREENING QUESTIONNAIRES (.3). |
| | | 0.70 | |
| Total Legal Assistant | | 0.70 | |
| MATTER TOTAL | | <u>87.80</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Retention / Fee Matters / Objections (Others)

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| GALARDI GM | 11/14/08 | 0.20 | REVIEW AND RESPOND TO QUESTION RE: FTI, ROTHSCHILD RETENTION ISSUES (.2). |
| GALARDI GM | 11/18/08 | 0.70 | REVIEW AND COMMENT ON DJM CONTRACT ISSUES. |
| GALARDI GM | 11/20/08 | 0.40 | BEGIN WORKING ON COMMITTEE OBJECTION TO PROFESSIONAL RETENTIONS (.4). |
| | | 1.30 | |
| Total Partner | | 1.30 | |
| FISHER CP | 11/11/08 | 3.30 | REVISE DOCUMENTS RE: RETENTION APPLICATIONS (2.3); DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (1.1). |
| FISHER CP | 11/12/08 | 3.80 | DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (3.8). |
| FISHER CP | 11/13/08 | 3.00 | DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (3.0). |
| FISHER CP | 11/14/08 | 1.90 | REVISING DOCUMENTS RE: RETENTION APPLICATIONS (1.9). |
| FISHER CP | 11/21/08 | 0.40 | DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (0.4). |
| FISHER CP | 11/22/08 | 4.60 | DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (4.6). |
| FISHER CP | 11/23/08 | 1.60 | DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (1.6). |
| FISHER CP | 11/24/08 | 0.10 | REVISING DOCUMENTS RE: RETENTION APPLICATIONS (0.1). |
| FISHER CP | 11/26/08 | 5.90 | DRAFTING DOCUMENTS RE: MOTION AND ORDER TO SHORTEN NOTICE TIME (0.7); DRAFTING DOCUMENTS RE: RETENTION APPLICATIONS (5.0); REVISE DOCUMENTS RE: RETENTION APPLICATIONS (0.2). |
| | | 24.60 | |
| FREDERICKS IS | 11/12/08 | 0.40 | CORRESPONDENCE FROM AND TO P. TELEGOODES RE: PROCEDURE FOR RETENTION OF ORDINARY COURSE PROFESSIONALS (.4). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|-------|---|
| FREDERICKS IS | 11/14/08 | 1.90 | WORK ON ISSUES RELATED TO RETENTION OF OTHER PROFESSIONALS, INCLUDING REVIEWING AND REVISING RETENTION DOCUMENTS; CORRESPONDENCE TO AND FROM THE COMPANY RE: E&Y ISSUES; AND COMPREHENSIVE CORRESPONDENCE TO AND FROM G. GALARDI RE: QUESTIONS CONCERNING RETENTIONS (1.9). |
| FREDERICKS IS | 11/16/08 | 5.60 | REVIEW AND REVISE ALL RETENTION DOCUMENTS (E&Y, FTI, ROTHSCHILD, AND SKADDEN) AND CORRESPONDENCE TO COMPANY, CO-COUNSEL AND PROFESSIONALS OUTLINING COMMENTS AND ISSUES THAT NEED TO BE ADDRESSED (5.6). |
| FREDERICKS IS | 11/17/08 | 5.70 | ADDRESS ISSUES RELATED TO DRAFT RETENTION DOCUMENTS AND REVISE DOCUMENTS ACCORDINGLY (3.7); WORK WITH D. BLANKS ON ISSUES RELATED TO RETENTIONS AND FINALIZE SAME FOR FILING (1.3); MULTIPLE CORRESPONDENCE TO AND FROM KCC RE: SERVICE ISSUES (.7). |
| FREDERICKS IS | 11/20/08 | 2.90 | REVIEW, REVISE AND FINALIZE SKADDEN RETENTION DOCUMENTS (2.9). |
| FREDERICKS IS | 11/25/08 | 1.70 | REVIEW, REVISE AND FINALIZE INTERIM COMPENSATION MOTION AND RELATED DOCUMENTS AND COORDINATE FILING OF SAME (1.7). |
| | | 10.20 | |
| GRANT K | 11/21/08 | 1.10 | REVIEWED AND REVISED INTERIM COMPENSATION MOTION, ORDER AND PROCEDURES. (1.1). |
| | | 1.10 | |
| KUMAR JS | 11/13/08 | 2.10 | CALL WITH ACCOUNTING GROUP AT COMPANY RE FIRST DAY MOTIONS (.9). REVIEWING RETENTION APPLICATIONS FOR FTI AND ERNST & YOUNG (1.2). |
| | | 2.10 | |
| LAZAROFF KA* | 11/24/08 | 0.60 | PREPARED MOTION TO EMPLOY ORDINARY COURSE PROFESSIONALS. |
| LAZAROFF KA* | 11/25/08 | 0.40 | DISCUSSED LIST OF ORDINARY COURSE PROFESSIONALS TO BE EMPLOYED BY THE COMPANY. |
| | | 1.00 | |
| REED AL* | 11/21/08 | 0.90 | REVISE INTERIM COMPENSATION MOTION, ORDER, AND PROCEDURES. |
| | | 0.90 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Total Associate/Law Clerk 47.90

MATTER TOTAL 49.20

* law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Secured Claims

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| GALARDI GH | 11/11/08 | 2.60 | CALLS AND EMAILS WITH COUNSEL TO PANSONIC RE: CONSIGNMENT AND LITIGATION ISSUES (1.4); REVIEW AND COMMENT ON VARIOUS PROPOSALS BY PANSONIC (.8); CALLS AND MEETINGS WITH COMPANY RE: SAME (.4). |
| GALARDI GH | 11/20/08 | 0.10 | ADDRESS CONSIGNMENT RESEARCH ISSUES (.3). |
| | | 2.90 | |
| Total Partner | | 2.90 | |
| BAKER SK | 11/10/08 | 0.20 | REVIEW NOTICE OF INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF TURF MASTER LLC. |
| BAKER SK | 11/10/08 | 0.10 | REVIEW NOTICE OF INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF ENGINEERED STRUCTURES, INC. |
| BAKER SK | 11/10/08 | 0.60 | REVIEW APPLICATION FOR MECHANICS' LIEN FILED IN HAWAII STATE COURT BY HEIDE & COOK FOR \$43,965.00. |
| BAKER SK | 11/10/08 | 0.30 | REVIEW MECHANICS' LIENS FILED BY TRANE U.S. INC. IN VIRGINIA AND CALIFORNIA. |
| BAKER SK | 11/10/08 | 0.10 | REVIEW MECHANIC'S LIEF OF UNITED RENTAL'S INC. |
| BAKER SK | 11/11/08 | 1.50 | RESEARCH REGARDING PENNSYLVANIA MECHANIC'S LIEN LAW. |
| BAKER SK | 11/11/08 | 2.00 | DRAFT MEMORANDUM REGARDING PENNSYLVANIA MECHANICS' LIEN LAW. |
| BAKER SK | 11/11/08 | 3.10 | REVIEW INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF ENGINEERED STRUCTURES, INC. REGARDING STORE NUMBER 3745. |
| BAKER SK | 11/11/08 | 0.10 | REVIEW INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF ENGINEERED STRUCTURES, INC. REGARDING STORE NUMBER 3326. |
| BAKER SK | 11/11/08 | 0.50 | REVIEW INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF AMORR CONSTRUCTION COMPANY. |
| BAKER SK | 11/11/08 | 0.20 | REVIEW INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF SENTECH SERVICES OF FLORIDA. |

SKADDEN, ARMS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
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| BAKER SK | 11/11/08 | 0.10 | REVIEW INTENT TO FILE MECHANIC'S LIEN ON BEHALF OF SUN CONSTRUCTION GROUP, INC. |
| BAKER SK | 11/11/08 | 1.30 | REVISE MECHANIC'S LIEN SPREADSHEET. |
| BAKER SK | 11/19/08 | 4.90 | REVIEW MECHANIC'S LIEN NOTICES FORWARDED FROM CIRCUIT CITY (2.5); REVISE REPORT OF MECHANIC'S LIENS (2.4). |
| | | 14.00 | |
| LAZAROFF KA* | 11/19/08 | 3.00 | COMPUTER RESEARCH ON REQUIREMENTS FOR ASSERTING A VALID MECHANICS LIEN. |
| LAZAROFF KA* | 11/20/08 | 4.60 | RESEARCHED PERFECTION OF SECURITY INTERESTS IN COMMINGLED PROCEEDS AND CONSIGNED GOODS. |
| LAZAROFF KA* | 11/20/08 | 1.50 | RECORDED MECHANICS LIENS. |
| LAZAROFF KA* | 11/21/08 | 3.60 | RECORDED MECHANICS LIENS. |
| LAZAROFF KA* | 11/24/08 | 1.00 | RECORDED MECHANICS LIENS FILED AGAINST THE COMPANY. |
| LAZAROFF KA* | 11/25/08 | 0.30 | RECORDED MECHANICS LIENS. |
| | | 14.20 | |
| Total Associate/Law Clerk | | 28.20 | |
| MATTER TOTAL | | <u>31.10</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Tax Matters

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|---|
| DICKERSON CL | 11/13/08 | 0.50 | ATTENTION TO ISSUES RE SETTLEMENT WITH IRS (.3); DISCUSSIONS WITH OTHER PROFESSIONALS AND CLIENT RE SAME (.2). |
| DICKERSON CL | 11/18/08 | 2.30 | ATTENTION TO ISSUES RE SALINAS PURCHASE OF EQUITY (1.1); REVIEW NOL ORDER AND RELATED DOCUMENTS (.5); REVIEW PRESS RELEASE RE SAME (.2); CONFERENCE CALL RE SAME (.5). |
| DICKERSON CL | 11/19/08 | 2.70 | CONTINUED ATTENTION TO ISSUES RE SALINAS PURCHASE OF EQUITIES (.5); DISCUSSIONS WITH SALINAS COUNSEL RE SAME (.1); REVIEW/PROVIDE COMMENTS TO 8-K RE NOL ORDER (1.6); CONFERENCE CALL WITH CLIENT AND OTHER PROFESSIONALS RE SAME (.5). |
| DICKERSON CL | 11/20/08 | 1.90 | CONTINUED ANALYSIS OF TAX ISSUES IMPLICATED BY SALINAS STOCK PURCHASE (.8); DISCUSSIONS WITH OTHER PROFESSIONALS AND SALINAS COUNSEL (.6); ATTENTION TO ISSUES RE IRS REFUND (.2); DISCUSSIONS RE SAME (.3). |
| DICKERSON CL | 11/21/08 | 2.50 | CONTINUED ATTENTION TO ANALYSIS OF ISSUES RE SALINAS EQUITY PURCHASE (1.8); MULTIPLE DISCUSSIONS WITH OTHER PROFESSIONALS RE SAME (.7). |
| DICKERSON CL | 11/22/08 | 1.60 | MULTIPLE DISCUSSIONS RE NOL ISSUES (.5); REVIEW RESEARCH RE SAME (1.1). |
| DICKERSON CL | 11/24/08 | 1.90 | MULTIPLE DISCUSSIONS RE NOL ISSUES (.8); REVIEW PLEADINGS RE SAME (1.1). |
| DICKERSON CL | 11/26/08 | 1.50 | CONTINUED ATTENTION TO PLEADINGS RE SALINAS TAX ISSUE (1.2); CONFERENCE CALL WITH OTHER PROFESSIONALS AND SALINAS COUNSEL RE SAME (.3). |
| DICKERSON CL | 11/28/08 | 1.90 | CONTINUED ATTENTION TO PLEADINGS RE SALINAS TAX ISSUE (1.6); DISCUSSIONS RE SAME (.3). |
| DICKERSON CL | 11/29/08 | 0.70 | CONTINUED ATTENTION TO PLEADINGS RE SALINAS TAX ISSUE (.6); DISCUSSIONS RE SAME (.1). |
| | | 17.50 | |
| GALARDI GM | 11/12/08 | 0.80 | REVIEW CORRESPONDENCE RE: TAX SETTLEMENT (.6); FOLLOW-UP RE: SAME WITH COMPANY (.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|------------|----------|------|---|
| GALARDI GM | 11/13/08 | 0.40 | WORK ON PLAN RE: STATE TAX ISSUES. |
| GALARDI GM | 11/17/08 | 0.40 | WORK ON EQUITY PURCHASE AND NOL ISSUES. |
| GALARDI GM | 11/18/08 | 1.70 | CALL RE: SALINAS AND NOLS (1.1); CALL WITH COMPANY RE: CHANGE OF CONTROL ISSUES (.6). |
| GALARDI GM | 11/20/08 | 0.40 | CALL RE: SALINAS AND NEXT STEPS (.4). |
| GALARDI GM | 11/21/08 | 0.70 | REVIEW AND RESPOND EMAILS RE: SALINAS STRATEGY (.7). |
| GALARDI GM | 11/26/08 | 0.60 | CONTINUE DEVELOPING ANALYSIS AND STRATEGY RE: SHARE SELLDOWN. |
| GALARDI GM | 11/29/08 | 0.20 | REVIEW AND COMMENT ON SHARE SELL DOWN ISSUES (.2). |
| | | 5.20 | |
| LEVY DF | 11/10/08 | 0.80 | ATTENTION TO BANKRUPTCY PLANNING AND STRUCTURING ISSUES. RESEARCH RE TECHNICAL ISSUES. |
| LEVY DF | 11/12/08 | 2.80 | ATTENTION TO DEAL STRUCTURING ISSUES. (.50) ANALYSIS OF TAX PAYMENT TIMING ISSUES. (.50) CONFERENCE CALL W/EY AND CC TEAMS RE TAX PROFILE AND STRUCTURING ISSUES. (1.2) DUE DILIGENCE. (.60). |
| LEVY DF | 11/13/08 | 1.10 | ATTENTION TO STRUCTURING AND TAX PLANNING ISSUES. (.60) ANALYSIS OF TAX PAYMENT TIMING ISSUES. (.70). |
| LEVY DF | 11/14/08 | 1.30 | MULTIPLE CONFERENCE CALLS W/CC, EY, AND SKADDEN TEAM MEMBERS RE BANKRUPTCY PROCEDURE AND TAX PAYMENT PERMISSIBILITY ISSUES. (.70) ANALYSIS OF BANKRUPTCY AND TAX PROCEDURE ISSUES. (.60). |
| LEVY DF | 11/17/08 | 1.80 | ANALYSIS OF STATE TAX ISSUES. (.60) ANALYSIS OF FEDERAL TAX PLANNING ISSUES, INCLUDING NOL USAGE. (.50) CONFERENCE CALLS W/SKADDEN, CC, AND EY TEAM MEMBERS. (.70). |
| LEVY DF | 11/18/08 | 3.70 | ANALYSIS OF NOL ISSUES AND TRADING RESTRICTION ISSUES. (.70) ANALYSIS OF SALINAS PURCHASE OF CC STOCK. (.70) MULTIPLE CONFERENCE CALLS W/CC, EY, AND SKADDEN TEAM MEMBERS RE 382 IMPLICATIONS. (1.50) DRAFT AND EDIT PUBLIC FILINGS. (.80). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LEVY DF | 11/19/08 | 3.80 | ANALYSIS OF OWNERSHIP CHANGE ISSUES AND IMPLICATIONS. (.90) ANALYSIS OF TRADING ORDER ENFORCEMENT ISSUES. (1.0) CONFERENCE MULTIPLE TIMES W/CIRCUIT CITY, EY, AND SKADDEN TEAM MEMBERS RE SALINAS ISSUES. (1.9). |
| LEVY DF | 11/20/08 | 2.70 | RESEARCH RE AND ANALYSIS OF OWNERSHIP CHANGE ISSUES. (.60) ANALYSIS OF BANKRUPTCY ORDERS, PROCEDURES, AND SIMILAR TRANSACTIONS. (.70) CONFERENCE W/SKADDEN TEAM MEMBERS. (.40) DUE DILIGENCE RE NOL ISSUES. (.60) CONFERENCE W/EY TEAM. (.40). |
| LEVY DF | 11/21/08 | 3.70 | ANALYSIS OF MULTIPLE 382 ISSUES. (.50) ATTENTION TO TRANSACTION STRUCTURING. (.60) ANALYSIS OF MULTIPLE PRECEDENTS RE ENFORCEMENT OF TRADING ORDERS AND IRS RULING POLICY. (.60) DUE DILIGENCE. (.60) CONFERENCE W/EY TEAM RE 382. (.40) CONFERENCE W/SKADDEN AND SALINAS TEAM MEMBERS RE MULTIPLE TRADING ORDER ISSUES. (.50) CONFERENCE W/SKADDEN TEAM MEMBERS. (.50). |
| LEVY DF | 11/22/08 | 3.70 | ANALYSIS OF OWNERSHIP CHANGE ISSUES. (1.0) DRAFT SALINAS MOTION. (1.0) DRAFT RULING REQUEST MATERIALS. (1.0) CONFERENCE W/SKADDEN TEAM MEMBERS. (.70). |
| LEVY DF | 11/24/08 | 5.60 | ANALYSIS OF MULTIPLE 382 ISSUES. (.80) CONFERENCE W/K. GIDEON AND M. ROSEN RE IRS RULING STRATEGIES. (.70) CONFERENCE W/M. ROSEN AND IRS PERSONNEL RE IRS RULING ISSUES. (.70) DRAFT AND EDIT MOTION AND TRANSACTION DOCUMENTS. (.70) RESEARCH RE STRUCTURING ISSUES. (.70). |
| LEVY DF | 11/25/08 | 3.80 | RESEARCH RE AND ANALYSIS OF MULTIPLE NOL ISSUES, INCLUDING SALINAS RELATED ISSUES. (.70) ATTENTION TO RESOLUTION OF SALINAS ISSUES. (.70) ANALYSIS OF UPDATED 382 MODEL AND INCORPORATION OF SALINAS PURCHASE TRANSACTIONS. (.70) CONFERENCE CALL W/CIRCUIT CITY TEAM. (.50) CONFERENCE CALL W/EY TEAM. (.60) CONFERENCE CALL W/EY TEAM AND SALINAS TEAM. (.60). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LEVY DF | 11/26/08 | 3.60 | DRAFT AND EDIT RULING REQUEST. (.60) ANALYSIS OF SALINAS SELL DOWN ISSUES, INCLUDING APPROPRIATE SELL DOWN LEVELS. (.60) CONFERENCE W/EY TEAM. (.30) CONFERENCE W/CC TEAM. (.30) CONFERENCE W/SKADDEN TEAM. (.30) DRAFT AND EDIT SELL DOWN ORDER AND MOTION. (.60) ANALYSIS OF 382 ISSUES. (.60). |
| LEVY DF | 11/27/08 | 1.40 | ANALYSIS OF OWNERSHIP CHANGE ISSUES. (.70) DRAFT RULING. (.70). |
| LEVY DF | 11/28/08 | 3.80 | DRAFT AND EDIT RULING REQUEST. (1.5) RESEARCH RE AND ANALYSIS OF 382 ISSUES, OWNERSHIP CHANGE ISSUES, PRESUMPTION ISSUES, AND PRIOR RULINGS IN THE RESTRICTED SHARE TRANSFER AREA. (1.5) CONFERENCE W/SKADDEN TEAM MEMBERS. (.80). |
| LEVY DF | 11/29/08 | 1.70 | DRAFT SALINAS SELL DOWN ORDER. (.30) ATTENTION TO SELL DOWN ANALYSIS. (.30) DEVELOP SELL DOWN PROTOCOL. (.40) ANALYSIS OF PRIOR SELL DOWN BANKRUPTCY ORDERS. (.40) CONFERENCE W/SKADDEN TEAM MEMBERS. (.30). |
| LEVY DF | 11/30/08 | 1.40 | DRAFT STIP ORDER AND RELATED DOCUMENTS RE SALINAS. (1.10) CONFERENCE W/SKADDEN TEAM MEMBERS. (.30). |
| | | 44.90 | |
| ROSEN MA | 11/18/08 | 0.50 | CONFERENCES; ANALYSIS. |
| ROSEN MA | 11/22/08 | 1.20 | CONFERENCES; ANALYSIS. |
| ROSEN MA | 11/24/08 | 2.50 | CONFERENCES; ANALYSIS. |
| | | 4.20 | |
| Total Partner | | 71.80 | |
| ERDMANN CR | 11/11/08 | 0.70 | ANALYZE STATE TAX ISSUES RE: TRUST FUND TAXES. |
| ERDMANN CR | 11/12/08 | 1.20 | REVIEW FIRST DAY ORDER (.7); ANALYZE STATE TAX ISSUES (.2); DISCUSSION WITH M. BRUNSVOLD (.3). |
| ERDMANN CR | 11/13/08 | 1.50 | ANALYZE TAX ISSUES RE: PAYMENT OF TRUST FUND TAXES (1.20); DISCUSSION WITH M. BRUNSVOLD RE: SAME (.30). |
| ERDMANN CR | 11/24/08 | 0.70 | ANALYZE STATE TAX ISSUES (.50); DISCUSSION WITH M. BRUNSVOLD (.2). |
| | | 4.10 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|----------------------|----------|-------------|---|
| Total Counsel | | 4.10 | |
| BRUNSVOLD ML | 11/10/08 | 1.10 | REVIEW PRESS RELEASES (.5); REVIEW NOL MOTION AND ORDER AS FILED (.1); REVIEW WAMU'S STOCK TRADING ORDER AND EMAIL REGARDING SAME (.5). |
| BRUNSVOLD ML | 11/11/08 | 4.70 | EMAILS AND CALLS WITH E&Y REGARDING ALL-HANDS CALL FOR FEDERAL AND STATE TAX ISSUES (2.1); REVIEW MOTION TO PAY SALES AND USE TAXES (.5); EMAILS AND CALLS REGARDING CASE MANAGEMENT AND STATUS ISSUES (2.1). |
| BRUNSVOLD ML | 11/12/08 | 10.50 | CALL WITH E&Y AND COMPANY REGARDING FEDERAL AND STATE TAX ISSUES AND OPERATIONAL QUESTIONS REGARDING PAYMENT OF PRE- AND POST-PETITION TAXES (3.0); RESEARCH REGARDING SAME (5.3); FOLLOW-UP CALLS AND EMAILS REGARDING SAME (3.0); REVIEW STATE TAX CHECKLIST FROM E&Y (.2). |
| BRUNSVOLD ML | 11/13/08 | 5.40 | NUMEROUS EMAILS AND CALLS ORGANIZING AND FACILITATING STATE TAX ISSUES (4.9); EMAILS REGARDING AND REVIEW OF NOL ORDER (1.0); MEET WITH D. LEVY REGARDING STATUS OF TAX ISSUES (.5). |
| BRUNSVOLD ML | 11/14/08 | 5.70 | EMAILS AND CALLS ORGANIZING AND FACILITATING STATE TAX ISSUES (2.1); FEDERAL TAX STATUS CALL WITH COMPANY AND E&Y (1.0); CALL WITH I. FREDERICKS REGARDING NOL ORDER FOR PUBLICATION IN NEWSPAPERS (.6); EMAILS AND CALLS REGARDING MISCELLANEOUS TAX MATTERS (2.0). |
| BRUNSVOLD ML | 11/17/08 | 9.80 | EMAILS AND CALLS ORGANIZING AND FACILITATING STATE TAX ISSUES (2.5); CALL WITH J. McDONALD AND E&Y REGARDING RESTRUCTURING MODELS WORK-PLAN (2.3); DRAFT SUMMARY OF FEDERAL CALL (1.5); REVIEW NOL NOTICE FOR NEWSPAPER PUBLICATION (1.0); EMAILS REGARDING MISCELLANEOUS TAX ISSUES (2.5). |
| BRUNSVOLD ML | 11/18/08 | 9.00 | CALLS, EMAILS AND RESEARCH REGARDING SALINAS PURCHASES OF STOCK AND EFFECT ON 362 ANALYSIS AND OWNERSHIP CHANGE (4.0); CALL WITH C. GALARDI, C. D. DICKERSON, D. LEVY AND I. FREDERICKS REGARDING SAME (1.0); REVIEW AND PROVIDE COMMENTS ON FORM 8-K FILING FOR NOL ORDER (2.0); CLEAN-UP EMAILS FOR MISCELLANEOUS TAX ISSUES (2.0). |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

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| BRUNSVOLD ML | 11/19/08 | 8.60 | CALL WITH CIRCUIT CITY REGARDING SALINAS STOCK PURCHASES AND 382 ANALYSIS (.8); REVIEW RULES AND REGULATIONS UNDER SECTION 382 (2.0); MEET WITH B. DEVIRGILIO REGARDING RESEARCH ON PLRS (1.0); CALLS WITH D. LEVY REGARDING SAME (.8); REVIEW FORM 906 CLOSING AGREEMENT AND EMAIL TO TEAM REGARDING SAME (1.0); RESEARCH REGARDING PRECEDENT RULING REQUESTS (3.0). |
| BRUNSVOLD ML | 11/20/08 | 7.50 | REVIEW EMAILS REGARDING STATUS OF STATE TAX MATTERS (.5); RESEARCH SALINAS PURCHASES (.5); PREPARE PACKAGE OF RULING REQUEST MATERIALS FOR K. GIDEON (2.0); RESEARCH FOR RULING REQUEST (2.0); REVIEW PRECEDENT RULING SUBMISSIONS (2.0); DISCUSS RESEARCH ON 382 PLRS WITH B. DEVIRGILIO (.5). |
| BRUNSVOLD ML | 11/21/08 | 9.70 | NUMEROUS EMAILS REGARDING SALINAS PURCHASES AND TIMELINE (1.8); REVIEW PRECEDENT RULINGS AND CASES INVOLVING TRADES IN VIOLATION OF AN ORDER OR CHARTER RESTRICTION (3.9); REVIEW OUTLINE OF CASES AND RULINGS REGARDING VIOLATIONS OF TRADING ORDER (1.0); CALL WITH PAUL WEISS (.5); CALL WITH ELY REGARDING STATUS (.5); PREPARE EMAILS TO K. GIDEON WITH BACKGROUND FOR RULING REQUEST (2.0). |
| BRUNSVOLD ML | 11/22/08 | 5.00 | REVIEW OUTLINE OF RULINGS AND CASES REGARDING SECTION 382 AND TRADING ORDERS AND CHARTER RESTRICTIONS (2.0); REVIEW SECTION TO VOID SALINAS' PURCHASES (3.0). |
| BRUNSVOLD ML | 11/23/08 | 7.50 | DRAFT MOTION FOR SALINAS ORDER TO SHOW CAUSE (4.0); REVIEW DRAFT OF RULING REQUEST (3.0); REVIEW 382 RULES REGARDING HIGHFIELD'S PRESUMPTION (.5). |
| BRUNSVOLD ML | 11/24/08 | 9.70 | CALL WITH D. LEVY, M. ROSEN AND K. GIDEON REGARDING SALINAS STOCK PURCHASES (1.0); REVIEW DRAFT AND REVISE RULING REQUEST (5.7); REVIEW PRECEDENT -27(G) (5) (1) (B) PLRS (2.0). |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

| | | | |
|----------------|----------|--------|---|
| BRUNSVOLD ML | 11/25/08 | 6.70 | REVIEW DRAFT AND REVISE RULING REQUEST FOR SALINAS PURCHASES AND 382 ISSUES (4.9); CALL WITH PAUL WEISS, C. DICKERSON AND E&Y REGARDING SALINAS PURCHASES (1.0); CALL WITH A. LEDUC REGARDING CREDITORS' COMMITTEE (.3); MISCELLANEOUS STATE TAX EMAILS (.5). |
| BRUNSVOLD ML | 11/26/08 | 6.50 | DRAFT STATUS EMAIL TO J. McDONALD (.8); MISCELLANEOUS EMAILS AND CALLS REGARDING STATE TAX AND INTERCOMPANY ISSUES (1.2); MEET WITH D. LEVY AND B. DEVIRGILIO REGARDING RULING REQUEST (1.0); FOLLOW-UP DISCUSSIONS WITH B. DEVIRGILIO REGARDING RULING REQUEST (2.0); MISCELLANEOUS EMAILS AND CALLS REGARDING CASE ORGANIZATION (1.5). |
| BRUNSVOLD ML | 11/28/08 | 2.50 | EMAILS REGARDING CAPITAL STRUCTURE AND INTERCOMPANY ISSUES (.5); REVIEW SALINAS STIPULATION AND PROVIDE COMMENTS (2.0). |
| BRUNSVOLD ML | 11/19/08 | 1.30 | REVIEW D. LEVY'S COMMENTS AND PROVIDE CUMULATIVE COMMENTS TO C. DICKERSON (.9); FOLLOW-UP EMAILS (.4). |
| BRUNSVOLD ML | 11/30/08 | 2.10 | REVIEW AGGREGATION AND SEGREGATION RULES UNDER 182 REGULATIONS (2.0); EMAILS REGARDING SALINAS STIPULATION (.3). |
| | | 112.50 | |
| DEVIRGILIO BJ* | 11/19/08 | 9.90 | CONFERENCE CALL WITH DAVE LEVY, E&Y AND CIRCUIT CITY REGARDING IMPLICATIONS OF THE SALINAS STOCK PURCHASES (0.6). RESEARCHING BANKRUPTCY COURT TRADE ORDERS AND THEIR EFFECT ON AN I.R.C. SECTION 382 ANALYSIS IN REGARDS TO THE UNWIND OF THE SALINAS STOCK PURCHASES OF NOVEMBER 12-14 (4.1). RESEARCHING CHARTER TRANSFER RESTRICTIONS FOR CORPORATIONS AND THEIR EFFECT ON AN I.R.C. SECTION 182 ANALYSIS IN REGARDS TO THE UNWIND OF THE SALINAS STOCK PURCHASES OF NOVEMBER 12-14 (3.4). RESEARCHING CASE LAW REGARDING BANKRUPTCY COURT INJUNCTIONS RESTRICTING THE TRANSFER OF STOCK IN REGARDS TO THE UNWIND OF THE SALINAS STOCK PURCHASES OF NOVEMBER 12-14 (1.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| DEVIRGILIO BJ* | 11/20/08 | 12.40 | RESEARCHING BANKRUPTCY COURT TRADE ORDERS AND THEIR EFFECT ON AN I.R.C. SECTION 382 OWNERSHIP CHANGE ANALYSIS (3.1). RESEARCHING CHARTER TRANSFER RESTRICTIONS OF CORPORATIONS AND THEIR IMPACT ON AN I.R.C. SECTION 382 OWNERSHIP CHANGE ANALYSIS (2.6). RESEARCHING CHARTER RESTRICTIONS FOR REITS AND THEIR IMPACT ON UNWINDING PURCHASES AND SALES IN VIOLATION OF THE RESTRICTION (2.8). PREPARING A CHART OF AUTHORITIES INCLUDING PRIVATE LETTER RULINGS AND COURT CASES REGARDING CHARTER RESTRICTIONS, BANKRUPTCY COURT TRADE ORDERS AND BANKRUPTCY COURT INJUNCTIONS RESTRICTING THE TRANSFER OF STOCK. THE CHART SUMMARIZED THE RULINGS AND HOLDINGS AS WELL ANY SIGNIFICANT FACTS AND REPRESENTATIONS (3.9). |
| DEVIRGILIO BJ* | 11/21/08 | 9.45 | CONFERENCE CALL WITH DAVE LEVY AND ELY TO DISCUSS THE SECTION 382 IMPLICATIONS OF THE SALINAS PURCHASES OF CIRCUIT CITY STOCK (1.1). RESEARCHING CHARTER RESTRICTIONS OF REITS IN REGARD TO THE UNWIND OF THE SALINAS STOCK PURCHASES (3.2). PREPARING A MEMO OF RELATED AUTHORITIES REGARDING THE SALINAS PURCHASES OF STOCK ON NOVEMBER 12-14 (2.75). DRAFTING OF THE PRIVATE LETTER RULING REGARDING THE UNWIND OF THE SALINAS STOCK PURCHASES (2.4). |
| DEVIRGILIO BJ* | 11/22/08 | 11.70 | DRAFTING A 14 PAGE PRIVATE LETTER RULING REQUEST REGARDING A SECTION 382 OWNERSHIP CHANGE AND THE UNWIND OF THE SALINAS STOCK PURCHASES. THE RULING REQUEST INCLUDES A DETAILED FACT SECTION, A DETAILED DESCRIPTION OF THE FOUR RULINGS REQUESTED FROM THE INTERNAL REVENUE SERVICE, A LEGAL ANALYSIS OF EACH OF THE FOUR RULINGS REQUESTED AND SUMMARY CONCLUSIONS (11.7). |
| DEVIRGILIO BJ* | 11/23/08 | 7.40 | DRAFTING A 14 PAGE PRIVATE LETTER RULING REQUEST REGARDING A SECTION 382 OWNERSHIP CHANGE AND THE UNWIND OF THE SALINAS STOCK PURCHASES. THE RULING REQUEST INCLUDES A DETAILED FACT SECTION, A DETAILED DESCRIPTION OF THE FOUR RULINGS REQUESTED FROM THE INTERNAL REVENUE SERVICE, A LEGAL ANALYSIS OF EACH OF THE FOUR RULINGS REQUESTED AND SUMMARY CONCLUSIONS (7.4). |

SKADOEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| DEVIRGILIO BJ* | 11/24/08 | 4.80 | DRAFTING A 34 PAGE PRIVATE LETTER RULING REQUEST REGARDING A SECTION 382 OWNERSHIP CHANGE AND THE UNWIND OF THE SALINAS STOCK PURCHASES. THE RULING REQUEST INCLUDES A DETAILED FACT SECTION, A DETAILED DESCRIPTION OF THE FOUR RULINGS REQUESTED FROM THE INTERNAL REVENUE SERVICE, A LEGAL ANALYSIS OF EACH OF THE FOUR RULINGS REQUESTED AND SUMMARY CONCLUSIONS (4.8). |
| DEVIRGILIO BJ* | 11/25/08 | 6.80 | CONFERENCE CALL WITH DAVE LEVY, E&Y AND LAWYERS REPRESENTING MR. SALINAS FROM PAUL WEISS REGARDING THE IMPLICATIONS AND UNWIND OF THE SALINAS STOCK PURCHASES (1.0). RESEARCHING ARTICLES AND OTHER AUTHORITIES REGARDING I.R.C. SECTION 382 SEGREGATION RULES (2.6). ANALYZING WHICH FORMS AND SCHEDULES FILED WITH THE SEC CAN BE RELIED UPON FOR SECTION 382 OWNERSHIP CHANGE CALCULATION PURPOSES (3.8). DRAFTING THE PRIVATE LETTER RULING REQUEST REGARDING I.R.C. SECTION 382 AND THE UNWIND OF THE SALINAS STOCK PURCHASES (3.4). |
| DEVIRGILIO BJ* | 11/26/08 | 7.05 | REVISING THE 34 PAGE PRIVATE LETTER RULING REGARDING I.R.C. SECTION 382 AND THE UNWIND OF THE SALINAS STOCK PURCHASES INCLUDING REVISING THE RULINGS REQUESTED AND THE LEGAL ANALYSIS SECTIONS (5.85). RESEARCH REGARDING REIT CHARTER RESTRICTIONS RELATED TO THE UNWIND OF THE SALINAS STOCK PURCHASES (1.2). |
| DEVIRGILIO BJ* | 11/30/08 | 1.40 | REVISING THE 34 PAGE PRIVATE LETTER RULING REQUEST REGARDING THE UNWIND OF THE SALINAS STOCK PURCHASES INCLUDING REVISING THE LEGAL ANALYSIS AND FACT SECTIONS SUBSEQUENT TO THE DRAFTING OF THE STIPULATION AND ORDER. |
| | | 74.90 | |
| FISHER CP | 11/19/08 | 4.90 | RESEARCH RE: TAX ATTRIBUTES (4.9). |
| FISHER CP | 11/20/08 | 1.10 | RESEARCH RE: TAX ATTRIBUTES AND EQUITY TRADING (1.1). |
| | | 6.00 | |
| FREDERICKS IS | 11/13/08 | 1.30 | REVIEW E&Y TAX QUESTIONNAIRE AND WORK W/ M. BRUMSVOLD RE: SAME (1.3). |
| FREDERICKS IS | 11/14/08 | 1.30 | REVIEW AND REVISE CLAIMS/EQUITY TRADING NOTICES (1.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| FREDERICKS IS | 11/17/08 | 1.60 | REVIEW, REVISE AND FINALIZE CLAIMS/EQUITY TRADING NOTICE, WORK WITH M. BRUNVOLD TO FINALIZE AND WORK WITH KCC ON SERVICE ISSUES (3.6). |
| FREDERICKS IS | 11/18/08 | 3.70 | PARTICIPATE IN CONFERENCE CALL WITH SKADDEN TAX WORKING GROUP, G. GALARDI AND C. DICKERSON RE: EQUITY TRADING ISSUES AND NOL (.7); WORK WITH KCC TO ON SERVICES RELATED TO TRADING ORDER AND NOTICE, INCLUDING SERVICES OF PARTICULAR SHAREHOLDERS AND RESEARCH RELATED THERETO (2.4); CONFER W/ G. GALARDI (.3) AND TELEPHONE FROM G. GALARDI RE: EQUITY TRADING ORDER (.3). |
| FREDERICKS IS | 11/19/08 | 0.60 | CORRESPONDENCE TO ANF FROM COUNSEL TO COLEMAN SACHS RE: CLAIMS TRADING ORDER AND CORRESPONDENCE TO AND FROM G. GALARDI RE: SAME (.6). |
| FREDERICKS IS | 11/27/08 | 3.40 | REVIEW AND REVISE MOTION TO ENFORCE AUTOMATIC STAY RELATED TO SALINAS STOCK PURCHASES (3.4). |
| FREDERICKS IS | 11/25/08 | 1.40 | REVIEW AND REVISE SUPPLEMENTAL SALES TAX MOTION AND CORRESPONDENCE TO LENDER AND WORKING GROUP RE: SAME (1.4). |
| FREDERICKS IS | 11/26/08 | 2.00 | WORK WITH J. KUMAR REGARDING STIPULATION AND 9019 MOTION RELATED TO SALINAS STOCK PURCHASES AND RESOLUTION THEREOF (.6); REVIEW AND PROVIDE COMMENTS RE: DRAFT STIPULATION (.5); TELEPHONE CALL FROM D. LEVY RE: STIPULATION (.1); REVIEW MULTIPLE CORRESPONDENCE FROM SKADDEN WORKING GROUP RE: SALINAS RESOLUTION AND RELATED ISSUES, E&Y NOL ANALYSIS AND RELATED MATTERS (.8). |
| FREDERICKS IS | 11/28/08 | 1.80 | REVIEW AND REVISE SALINAS STIPULATION RELATING TO EQUITY TRADING POSTPETITION. |
| | | 19.10 | |
| GARTNER M | 11/14/08 | 7.20 | REVIEW AND REVISE DRAFT LETTER TO TAXING AUTHORITIES (.6); RESEARCH VARIOUS STATE TAX LAWS ISSUES AND THEIR RELATIONSHIP TO BANKRUPTCY LAW (4.4); RESEARCH STATE FRANCHISE TAX LAW (2.2). |
| | | 7.20 | |
| GRANT K | 11/14/08 | 0.90 | REVIEWED TAX MATRIX FROM ERNST & YOUNG (.9). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| | | 0.90 | |
| KUMAR JS | 11/26/08 | 3.10 | DRAFTING STIPULATION AND ORDER APPROVING SETTLEMENT AGREEMENT WITH SALINAS (2.3). DRAFTING MOTION APPROVING SETTLEMENT AGREEMENT WITH SALINAS (.8). |
| KUMAR JS | 11/28/08 | 1.70 | CONTINUE DRAFTING AND REVISING STIPULATION, MOTION AND ORDER TO APPROVE SALINAS SETTLEMENT (1.7). |
| KUMAR JS | 11/29/08 | 1.10 | REVISING STIPULATION, MOTION AND ORDER APPROVING SALINAS SETTLEMENT (1.1). |
| | | 5.90 | |
| LAZAROFF KA* | 11/21/08 | 1.00 | DRAFTED SUPPLEMENTAL MOTION TO PAY SALES AND USE TAXES. |
| LAZAROFF KA* | 11/24/08 | 0.80 | DRAFTED SUPPLEMENTAL MOTION TO PAY SALES AND USE TAXES. |
| | | 1.80 | |
| LISERI JM | 11/19/08 | 6.30 | REVIEW PRECEDENT DOCUMENTS AND CASES RE: CLAIMS TRADING VIOLATIONS (1.4); BEGIN RESEARCH RE: UNWINDING SECURITIES TRANSACTIONS (2.2); BEGIN DRAFTING MOTION RE: VIOLATION OF AUTOMATIC STAY AND UNWINDING OF SECURITIES TRANSACTIONS (2.7). |
| LISERI JM | 11/20/08 | 6.30 | CONTINUE DRAFTING MOTION RE: VIOLATION OF AUTOMATIC STAY AND UNWINDING SECURITIES TRANSACTIONS (3.4); RESEARCH VOIDABILITY OF ACTIONS TAKEN IN VIOLATION OF STAY IN THE FOURTH CIRCUIT (1.6); RESEARCH UNWINDING OF SECURITIES TRANSACTIONS GENERALLY (1.3). |
| LISERI JM | 11/23/08 | 0.80 | REVISE MOTION RE: SECURITIES TRADING ISSUES (0.8). |
| | | 13.40 | |
| TREVINO DM | 11/10/08 | 2.10 | REVIEW NOL ORDER, MOTION AND EXHIBITS AND VOLUNTARY PETITION FOR BANKRUPTCY. |
| TREVINO DM | 11/13/08 | 4.30 | RESEARCH VIRGINIA STATE SALES TAX HOLIDAY, RESEARCH PRE-FILING AND POST-FILING TAX ISSUES. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| TREVINO DM | 11/14/08 | 3.20 | RESEARCH BANKRUPTCY TREATMENT OF PRE-PETITION AND POST-PETITION SALES AND USE AND FRANCHISE TAXES. DRAFT E-MAIL CORRESPONDENCE REGARDING SAME. PHONE CONFERENCE WITH CIRCUIT CITY AND ERNST & YOUNG REGARDING OPEN ISSUES AND CLIENT QUESTIONS. |
| TREVINO DM | 11/15/08 | 0.70 | DRAFT E-MAIL CORRESPONDENCE REGARDING PRE-PETITION AND POST-PETITION SALES AND USE TAX PAYMENTS. |
| TREVINO DM | 11/17/08 | 5.20 | PHONE CONFERENCE WITH CLIENT, MCGUIRE WOODS AND ERNST & YOUNG REGARDING STATE SALES AND USE TAX ISSUES. PREPARE SUMMARY OF SAME. REVIEW DRAFT OF ERNST & YOUNG PRELIMINARY TAX ISSUES LIST. |
| TREVINO DM | 11/18/08 | 2.50 | PHONE CONFERENCE WITH CIRCUIT CITY, MCGUIRE WOODS AND ERNST & YOUNG REGARDING STATE AND LOCAL TAX ISSUES. |
| TREVINO DM | 11/19/08 | 1.50 | PHONE CONFERENCE WITH CIRCUIT CITY, MCGUIRE WOODS AND ERNST & YOUNG REGARDING STATE AND LOCAL TAX ISSUES. |
| TREVINO DM | 11/20/08 | 3.20 | PREPARE SUMMARY TABLE OF SALINAS STOCK PURCHASES. PREPARE SUMMARY OF SALES AND USE TAX CALLS. |
| TREVINO DM | 11/22/08 | 2.50 | REVIEW AND COMMENT ON TAX ISSUES SUMMARY PROVIDED BY ERNST & YOUNG. DRAFTED E-MAIL CORRESPONDENCE REGARDING SAME. |
| | | 25.20 | |
| Total Associate/Law Clerk | | 266.90 | |
| MATTER TOTAL | | <u>342.80</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
U.S. Trustee Matters

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|--|
| GALANDI GM | 11/10/08 | 1.30 | PRE FIRST DAY MEETING WITH UST (.9); INITIAL DEBTOR INTERVIEW WITH UST (.4). |
| | | 1.30 | |
| Total Partner | | 1.30 | |
| MATTER TOTAL | | 1.30 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Utilities

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| GALARDI CM | 11/11/08 | 0.90 | WORK ON ISSUES RE: BLOCKED ACCOUNT AND UTILITY REQUESTS FOR ADEQUATE ASSURANCE. |
| GALARDI CM | 11/12/08 | 0.70 | FOLLOW-UP WITH R. JOHNSON RE: CLIENTS AND DEPOSITS (.3); FOLLOW-UP RE: RESERVES AND OTHER UTILITY REQUESTS (.4). |
| GALARDI CM | 11/13/08 | 0.60 | FOLLOW-UP RE: UTILITY REQUESTS AND ISSUES. |
| GALARDI CM | 11/14/08 | 0.20 | SEND AND RESPOND TO EMAILS WITH R. JOHNSON (.2). |
| GALARDI CM | 11/17/08 | 0.20 | REVIEW UTILITY REQUESTS (.2). |
| GALARDI CM | 11/20/08 | 0.20 | FOLLOW-UP RE: BLOCKED ACCOUNT ISSUES (.2). |
| GALARDI CM | 11/26/08 | 0.20 | FOLLOW-UP RE: ENTERGY (.2). |
| | | 3.00 | |
| Total Partner | | 3.00 | |
| BAKER SY | 11/14/08 | 1.80 | DRAFT NOTICE OF AMENDED UTILITIES EXHIBIT A (.3); REVIEW CORRESPONDENCE REGARDING PACIFIC GAS AND ELECTRIC COMPANY'S DEMAND FOR ADDITIONAL ASSURANCE OF PAYMENT (.3); REVIEW CORRESPONDENCE REGARDING ENTERGY ARKANSAS INC.'S DEMAND FOR ADDITIONAL ASSURANCE OF PAYMENT (.3); REVISE UTILITIES REPORT REGARDING ADDITIONAL ASSURANCE OF PAYMENT REQUESTS (.9). |
| BAKER SK | 11/19/08 | 1.70 | REVIEW CORRESPONDENCE REGARDING DUKE ENERGY SETTLEMENT DISCUSSIONS (.2); REVIEW CORRESPONDENCE REGARDING GEORGIA POWER COMPANY'S REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (.2); REVIEW CORRESPONDENCE REGARDING DUQUESNE LIGHT COMPANY'S REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (.2); REVISE UTILITY REPORT REGARDING UTILITY PROVIDERS REQUESTING ADDITIONAL ADEQUATE ASSURANCE (1.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| BAKER SK | 11/20/08 | 9.60 | RESEARCH REGARDING EFFECT OF COMMINGLED PROCEEDS FROM SALE OF CONSIGNMENT GOODS UNDER THE UNIFORM COMMERCIAL CODES (1.9); REVIEW VARIOUS ADEQUATE ASSURANCE DEMAND (4.5); REVISE REPORT OF UTILITIES SEEKING ADDITIONAL ADEQUATE ASSURANCE OF PAYMENT AND STATUS OF NEGOTIATIONS TO SETTLE ADDITIONAL ADEQUATE ASSURANCE REQUESTS (3.2). |
| BAKER SK | 11/21/08 | 9.00 | TELECONFERENCE WITH VARIOUS UTILITY REPRESENTATIVES (2.8); DRAFT MOTION FOR DETERMINATION HEARING REGARDING ENERGY'S REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (6.2). |
| BAKER SK | 11/24/08 | 10.60 | REVIEW VARIOUS CORRESPONDENCE REGARDING REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (4.1); DRAFT STIPULATION REGARDING SETTLEMENT OF ADDITIONAL ADEQUATE ASSURANCE REQUESTS (4.2); REVISE REPORT OF UTILITY COMPANIES SEEKING ADDITIONAL ADEQUATE ASSURANCE (2.5). |
| BAKER SK | 11/25/08 | 3.50 | REVIEW VARIOUS REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE (1.4); REVISE REPORT OF ADEQUATE ASSURANCE REQUEST (2.1). |
| BAKER SK | 11/25/08 | 2.70 | REVISE REPORT OF ADEQUATE ASSURANCE REQUESTS. |
| BAKER SK | 11/25/08 | 1.00 | REVISE REPORT OF ADEQUATE ASSURANCE REQUEST. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| BAKER SK | 11/25/08 | 1.80 | DRAFT STIPULATION REGARDING SETTLEMENT OF TUCSON ELECTRIC POWER COMPANY'S ADDITIONAL ADEQUATE ASSURANCE REQUEST (.2) ; DRAFT STIPULATION REGARDING SETTLEMENT OF NIPSCO'S ADDITIONAL ADEQUATE ASSURANCE REQUEST (.2) ; TELEPHONE CONFERENCE WITH COUNSEL FOR SOUTH LOUISIANA ELECTRIC COOPERATIVE REGARDING CLAIM FOR ADDITIONAL ADEQUATE ASSURANCE (.1) ; TELECONFERENCE WITH COUNSEL FOR TUCSON ELECTRIC POWER COMPANY REGARDING LANGUAGE OF STIPULATION (.1) ; TELEPHONE CONFERENCE WITH REPRESENTATIVE FROM CITY OF MESA REGARDING ADEQUATE ASSURANCE REQUEST (.1) ; REVIEW NIPSCO'S ACCEPTANCE OF ADEQUATE ASSURANCE COMPROMISE (.1) ; REVISE REPORT OF ADDITIONAL ADEQUATE ASSURANCE REQUESTS TO REFLECT NIPSCO SETTLEMENT (.2) ; TELEPHONE CONFERENCE WITH P. MARY REGARDING DATE OF FILING PETITION AND TREATMENT OF UTILITIES (.1) ; CONFERENCE CALL WITH CIRCUIT CITY TEAM REGARDING UPCOMING HEARING AND NEW ASSIGNMENTS (.7). |
| BAKER SK | 11/26/08 | 2.00 | REVIEW AND ANALYZE SOUTH CAROLINA ELECTRIC GAS AND COMPANY'S REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (.2) ; REVISE REPORT OF ADDITIONAL ASSURANCE REQUEST TO REFLECT SOUTH CAROLINA GAS AND ELECTRIC ACCOUNTS (.2) ; REVIEW AND ANALYZE PUBLIC SERVICE COMPANY OF NORTH CAROLINA'S REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (.2) ; REVISE REPORT OF ADDITIONAL ADEQUATE ASSURANCE REQUESTS TO REFLECT PUBLIC SERVICE COMPANY OF NORTH CAROLINA ACCOUNTS (.2) ; REVIEW AND ANALYZE AT&T'S REQUEST FOR ADDITIONAL ADEQUATE ASSURANCE (.4) ; REVISE REQUEST OF ADDITIONAL ADEQUATE ASSURANCE REQUESTS TO REFLECT AT&T'S REQUEST FOR ASSURANCE FOR SPECIFIC ACCOUNTS INTENDED (.3) ; TELEPHONE CONFERENCE WITH COUNSEL FOR PUBLIC SERVICE COMPANY OF NORTH CAROLINA REGARDING ADEQUATE ASSURANCE REQUEST (.1) ; REVIEW MISHAWAKA UTILITIES REQUESTS FOR ADDITIONAL ADEQUATE ASSURANCE (.1) ; REVISE REPORT OF ADDITIONAL ASSURANCE REQUESTS TO REFLECT MISHAWAKA UTILITIES ACCOUNTS (.1) ; REVIEW GULF POWER COMPANY'S ADDITIONAL ADEQUATE ASSURANCE REQUEST (.1). |

43.90

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| FREDERICKS JS | 11/24/08 | 2.70 | REVIEW AND REVISE ESCROW AGREEMENT FROM BANK OF AMERICA AND CORRESPONDENCE TO AND FROM K&E RE: SAME (2.7). |
| FREDERICKS JS | 11/24/08 | 2.70 | REVIEW AND REVISE PROPOSED UTILITY ESCROW AGREEMENT AND MULTIPLE CORRESPONDENCE TO AND FROM K&E RE: SAME (2.7). |
| FREDERICKS JS | 11/26/08 | 1.00 | REVIEW PROPOSAL FROM R. JOHNSON (COUNSEL TO VARIOUS LANDLORDS) RE: RESOLUTION OF ADEQUATE ASSURANCE OF PAYMENT REQUESTS AND DISCUSSION WITH G. GALARDI RE: SAME (.4); CORRESPONDENCE TO AND FROM AND TELEPHONE FROM COUNSEL TO ENTERGY RE: RESOLUTION OF ADEQUATE ASSURANCE OF PAYMENT REQUESTS (.6). |
| | | 6.40 | |
| KUMAR JS | 11/13/08 | 1.30 | DRAFTING INTERROGATORIES FOR UTILITIES EXCLUDED FROM UTILITIES FIRST DAY ORDER (1.3). |
| | | 1.30 | |
| Total Associate | | 51.60 | |
| MATTER TOTAL | | <u>54.60</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Vendor Matters

Bill Date: 12/08/08
Bill Number: 1241519

| NAME | DATE | HOURS | DESCRIPTION |
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| DICKERSON CL | 11/13/08 | 0.50 | MULTIPLE CALLS FROM VENDOR COUNSEL RE CASE FILING. |
| DICKERSON CL | 11/18/08 | 1.40 | ATTENTION TO ISSUES RE VENDORS RAISED BY CLIENT (1.2); DISCUSSIONS RE SAME (.2). |
| DICKERSON CL | 11/19/08 | 2.80 | MULTIPLE CALLS WITH CLIENT AND OTHER PROFESSIONALS RE VENDOR ISSUES (1.6); REVIEW DOCUMENTS/PLEADINGS RE SAME (1.2). |
| DICKERSON CL | 11/25/08 | 0.90 | REVIEW PANASONIC 9019 MOTION (.7); DISCUSSIONS RE SAME (.2). |
| DICKERSON CL | 11/25/08 | 0.70 | ATTENTION TO ISSUES RE PLUMCHOICE (.6); DISCUSSIONS RE SAME (.1). |
| | | 6.30 | |
| GALARDI GM | 11/11/08 | 3.30 | CALL WITH HP COUNSEL (.3); CALLS WITH 4 LARGEST VENDORS (.5); CALLS/MEETINGS WITH SAMSUNG RE: VARIOUS MATTERS (.9); WORK ON POTENTIAL VENDOR AGREEMENTS AND CRITICAL VENDOR MATTERS WITH COMPANY (1.2); CALL AND EMAIL WITH COUNSEL TO FOX (.4). |
| GALARDI GM | 11/12/08 | 4.30 | CALLS AND EMAILS WITH HP (.6); CALLSEMAILS AND MEETING WITH SAMSUNG COUNSEL (1.9); CONTINUE WORKING ON PANASONIC CONSIGNMENT MATTERS (.7); FOLLOW-UP RE: MICROSOFT CONSIGNMENT AND TERMS ISSUES (.2); REVIEW AND RESPOND TO EMAIL RE: MOF (.3); REVIEW CORRESPONDENCE FROM ACTIVE AND COMMENT ON SAME TO CLIENT (.6). |
| GALARDI GM | 11/13/08 | 3.80 | CALL WITH APPLE COUNSEL (.6); EMAIL TO B. BESANKO RE: SAME (.2); CALL WITH MICROSOFT LAWYER (.4); FOLLOW-UP RE: PANASONIC AGREEMENT AND ISSUES (1.2); CALLS AND EMAILS WITH HP COUNSEL (.3); DEVELOP STRATEGY FOR VENDOR PAYMENTS AND ISSUES ON CASH FLOW AND BORROWING BASE (1.1). |
| GALARDI GM | 11/14/08 | 2.80 | REVIEW, COMMENT AND FINALIZE AGREEMENT WITH HP (.7); REVIEW AND COMMENT ON ARRANGEMENT WITH PANASONIC (.9); CALLS AND EMAILS WITH COUNSEL TO SAMSUNG (.4); CALLS AND EMAILS WITH SONY COUNSEL (.2); WORK ON GENERAL VENDOR STRATEGY AND PRESENTATION FOR TERMS (.6). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GALARDI GM | 11/16/08 | 1.30 | REVIEW AGREEMENT WITH PANASONIC (.4); CALL WITH SAMSUNG RE: NUMBER OF ISSUES AND TERMS (.9). |
| GALARDI GM | 11/17/08 | 3.80 | WORK ON VENDOR TERM ISSUES WITH FTI AND COMPANY (1.3); WORK ON VENDOR ISSUES WITH PANASONIC (1.1); WORK ON VENDOR TERMS WITH SAMSUNG(.7); WORK ON VENDOR TERM ISSUES WITH HP (.6); CALL WITH COMPANY RE: MISCELLANEOUS VENDOR PAYMENT ISSUES (.4). |
| GALARDI GM | 11/18/08 | 1.50 | CALL RE: SAMSUNG TERMS (.4); CONTINUE WORK ON PANASONIC (.9); CALL RE: LG (.2). |
| GALARDI GM | 11/19/08 | 3.40 | WORK ON VENDOR MODEL WITH FTI AND COMPANY (1.1); NEGOTIATIONS, EMAILS AND CALLS WITH SAMSUNG, HO AND OTHER VENDORS (2.3). |
| GALARDI GM | 11/20/08 | 2.60 | CONTINUE WORKING ON VENDOR ISSUES (1.2); REVIEW AND FOLLOW-UP RE: APPLE ISSUES AND PAYMENTS (.4); REVIEW AND COMMENT ON MEDIA BUYING CONTRACT/AMENDMENT (.6); EMAILS RE: SONY (.4). |
| GALARDI GM | 11/21/08 | 1.20 | CALLS AND EMAILS RE: PANASONIC (.3); CALL WITH IBM (.4); CALL WITH COMPANY RE: CHASE ISSUES (.5). |
| GALARDI GM | 11/24/08 | 0.40 | EMAILS RE: VENDOR ARRANGEMENTS (.4). |
| GALARDI GM | 11/25/08 | 1.30 | CALL WITH R. FEINSTEIN RE: NUMEROUS VENDOR AND OTHER ISSUES (1.1); REVIEW AND RESPOND TO FOLLOW-UP EMAILS (.2). |
| GALARDI GM | 11/25/08 | 1.10 | CALLS AND EMAILS WITH HP RE: PROPOSAL FOR CREDIT TERMS (.6); FOLLOW-UP RE: PANASONIC AND COMMITTEE POSITION (.3); CALL WITH BANK RE: VENDOR TERMS (.2). |
| GALARDI GM | 11/26/08 | 1.10 | CALLS AND EMAILS WITH HP (.4); CALL WITH COMPANY RE: VENDOR STRATEGY AND PLAN (.7). |
| GALARDI GM | 11/28/08 | 0.20 | EMAIL EXCHANGES WITH HP COUNSEL (.2). |
| | | 32.10 | |
| Total Partner | | 38.40 | |
| BAKER SK | 11/10/08 | 0.10 | REVIEW IBM NOTICE OF TERMINATION OF MASTER SERVICE AGREEMENT. |
| BAKER SK | 11/10/08 | 0.90 | REVIEW IBM MASTER SERVICES AGREEMENT. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|---------------|----------|-------|---|
| BAKER SK | 11/12/08 | 3.70 | RESEARCH CONTRACTUAL INTERFERENCE UNDER NEW YORK LAW AND DRAFT MEMORANDUM. |
| BAKER SK | 11/13/08 | 3.50 | RESEARCH REGARDING WHETHER A PARTY IN BREACH OF A CONTRACT CAN LATER BRING TORTIOUS INTERFERENCE CLAIMS AGAINST NON-BREACHING PARTY. |
| BAKER SK | 11/14/08 | 5.00 | RESEARCH ANTICIPATORY REPUDIATION UNDER NY LAW (2.5); DRAFT MEMORANDUM REGARDING ANTICIPATORY REPUDIATION UNDER NY LAW (1.5); REVIEW CORRESPONDENCE REGARDING CODY KRAMER DEMAND FOR PAYMENT (1.0). |
| BAKER SK | 11/25/08 | 0.90 | REVIEW SHOPPING.COM MOTION FOR ADEQUATE ASSURANCE REGARDING MERCHANT SERVICES AGREEMENT (.5); REVIEW MOTION OF SHOPPING.COM TO FILE DOCUMENTS UNDER SEAL (.4). |
| BAKER SK | 11/26/08 | 3.40 | RESEARCH REGARDING 9019 MOTIONS AND STANDARD TO BE APPLIED (2.3); REVIEW RESEARCH REGARDING 9019 MOTIONS AND STANDARD TO BE APPLIED (1.1). |
| BAKER SK | 11/28/08 | 6.10 | DRAFT 9019 MOTION REGARDING SETTLEMENT WITH VERIZON (5.2); DRAFT ORDER FOR 9019 MOTION REGARDING SETTLEMENT WITH VERIZON (.9). |
| | | 23.60 | |
| FREDERICKS IS | 11/11/08 | 7.60 | WORK WITH THE COMPANY TO RESOLVE VARIOUS VENDOR MATTERS, INCLUDING CONFERENCES WITH D. RAMSEY, T. BEHNKE AND B. CASHMAN AND VARIOUS TELEPHONE CALLS TO AND FROM VARIOUS VENDORS AND COUNSEL TO VARIOUS VENDORS (7.6). |
| FREDERICKS IS | 11/12/08 | 1.70 | TELECONFERENCE WITH D. RAMSEY RE: VARIOUS VENDOR MATTERS AND PREPARATION FOR AMEX AND GARMIN CALLS (1.7). |
| FREDERICKS IS | 11/12/08 | 1.50 | PREPARE FOR AMEX CALL, INCLUDING REVIEWING RELEVANT AGREEMENTS (.6); TELECONFERENCE WITH AMEX AND D. RAMSEY RE: RESOLUTION OF OPEN ISSUES (.9). |
| FREDERICKS IS | 11/12/08 | 1.40 | PREPARE FOR AND PARTICIPATE IN TELECONFERENCE WITH GARMIN (1.4). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| FREDERICKS IS | 11/12/08 | 3.10 | REVIEW CONTRACT WITH ACTIVE AND PREPARE FOR CONFERENCE CALL WITH SAMS (.8); PARTICIPATE IN CONFERENCE CALL WITH ACTIVE (.7); COORDINATE RESEARCH OF ISSUES RELATED TO ACTIVE WITH S. BAKER (.2); REVIEW RESULTS OF RESEARCH AND PROVIDE FOLLOW-UP ISSUES TO BE RESEARCHED (1.4). |
| FREDERICKS IS | 11/13/08 | 4.90 | PARTICIPATE IN CONFERENCE CALL WITH VARIOUS COMPANY REPRESENTATIVES RE: FIRST DAY ORDERS AND SCOPE OF RELIEF OBTAINED (1.3); PARTICIPATE IN VARIOUS CONFERENCE CALLS WITH VARIOUS VENDORS AND D. RAMSEY TO ADDRESS POST-BANKRUPTCY CONCERNS (3.6);. |
| FREDERICKS IS | 11/13/08 | 7.40 | REVIEW VARIOUS VENDOR EMAILS RELATING TO POST-FILING ISSUES; REVIEW RELEVANT CONTRACTS AND RELATED DOCUMENTS; WHERE APPROPRIATE RESPOND TO NUMEROUS VENDOR EMAILS AND/OR CORRESPONDENCE TO THE COMPANY RE: SAME (7.4). |
| FREDERICKS IS | 11/14/08 | 7.30 | PARTICIPATE IN NUMEROUS CONFERENCE CALLS WITH D. RAMSEY AND NUMEROUS VENDORS; REVIEW VENDOR CONTRACTS AND OTHER MATERIALS TO PREPARE FOR VENDOR CALLS; PARTICIPATE IN FOLLOW-UP AND PRE CALLS WITH D. RAMSEY RE: SAME (7.3). |
| FREDERICKS IS | 11/17/08 | 5.50 | PARTICIPATE IN MULTIPLE TELECONFERENCES WITH VARIOUS VENDOR; PARTICIPATE IN PRE-CALLS WITH D. RAMSEY; REVIEW CONTRACTS AND RELATED DOCUMENTS TO PREPARE FOR CALLS (5.5). |
| FREDERICKS IS | 11/19/08 | 5.80 | PARTICIPATE IN MULTIPLE TELECONFERENCES WITH D. RAMSEY AND T. BENHKE CONCERNING VENDOR MATTERS (1.4); PREPARE FOR, REVIEW CONTRACT AND PARTICIPATE IN TELECONFERENCE WITH ASSURANT RE: ISSUES RELATED TO CONTRACT AND POSTPETITION PERFORMANCE (1.7); PREPARE FOR AND PARTICIPATE IN TELECONFERENCE WITH TELETEK RE: CONTRACT AND POSTPETITION PERFORMANCE, PROPOSED SETTLEMENT OF SAME AND RELATED ISSUES (1.9); REVIEW AND RESPOND TO MULTIPLE CORRESPONDENCE TO AND FROM COUNSEL TO VARIOUS VENDORS (.8). |
| FREDERICKS IS | 11/19/08 | 3.20 | PARTICIPATE IN AND PREPARE FOR VARIOUS VENDOR CALLS, INCLUDING PRE-CALLS WITH D. RAMSEY (3.2). |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

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| FREDERICKS IS | 11/20/08 | 3.60 | COORDINATE RESEARCH RE: CONSIGNMENT ISSUES; REVIEW RESULTS OF RESEARCH AND COORDINATE FOLLOW-UP RESEARCH; PARTICIPATE IN CONFERENCE CALLS WITH G. GALARDI RE: CONSIGNMENT VENDORS AND RELATED ISSUES (3.6). |
| FREDERICKS IS | 11/21/08 | 2.80 | PARTICIPATE IN VARIOUS CONFERENCE CALLS WITH VENDORS AND D. RAMSEY; MULTIPLE CORRESPONDENCE TO AND FROM D. RAMSEY RE: VENDOR ISSUES; AND REVIEW RELEVANT DOCUMENTS TO ADDRESS VENDOR ISSUES (2.8). |
| FREDERICKS IS | 11/24/08 | 2.70 | REVIEW AND RESPOND TO VARIOUS VENDOR INQUIRY EMAILS (2.7);. |
| FREDERICKS IS | 11/25/08 | 3.90 | TELEPHONE CALL WITH D. RAMSEY RE: VARIOUS VENDOR ISSUES (1.4); REVIEW PROPOSED AGREEMENT WITH PLUMCHOICE AND DRAFT COMPREHENSIVE EMAIL TO D. RAMSEY RE: SAME (.9); REVIEW AND REVISE PANASONIC SETTLEMENT ORDER AND WORK WITH D. HILLMAN AND D. REIMER RE: SAME (1.6). |
| FREDERICKS IS | 11/26/08 | 2.70 | MULTIPLE CALLS FROM D. RAMSEY RE: VARIOUS VENDOR MATTERS (1.7); CONFERENCE CALL WITH D. RAMSEY AND COUNSEL TO NAVARE RE: RESOLUTION OF CONSIGNMENT MATTERS AND OTHER MERCHANDISE PURCHASING MATTERS (.6); CONFERENCE CALL WITH COUNSEL TO ASSURANT AND G. GALARDI RE: RESOLUTION OF POST-PETITION MATTERS (.4). |
| FREDERICKS IS | 11/26/08 | 1.40 | REVIEW, REVISE AND FINALIZE PANASONIC 9019 MOTION, INCLUDING CORRESPONDANCE TO AND FROM AND TELEPHONE CALL FROM C. DICKERSON AND J. KUMAR RE: SAME (1.4). |
| | | 66.50 | |
| GRANT K | 11/20/08 | 0.70 | REVIEWED MOTION FOR APPROVAL OF PANASONIC SETTLEMENT. (.7). |
| | | 0.70 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
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| KUMAR JS | 11/11/08 | 4.80 | CONTINUE DRAFTING MOTION AND ORDER TO EXTEND REMOVAL PERIOD (.4). REVIEWING LOCAL RULES (1.1). CALL WITH SKADDEN WORKING GROUP RE NEXT STEPS (.4). PREPARING SPREADSHEET TO TRACK VENDOR ISSUES (.9). REVIEWING VENDOR CONTRACT FOR ISSUES RE POSTPETITION PAYMENTS FOR ADVERTISEMENTS (.6). REVIEWING SUMMARIES OF FIRST DAY MOTIONS TO BE PROVIDED TO COMPANY (.6). DRAFTING LETTER TO BE PROVIDED TO COUNSEL RE TREATMENT OF PREPETITION SETTLEMENT AGREEMENTS (.8). |
| KUMAR JS | 11/12/08 | 0.90 | CALL WITH COMPANY AND VENDOR ACTIVE INTERNATIONAL RE PAYMENT OF POSTPETITION CLAIMS (.5). DISCUSSION WITH COMPANY RE HANDLING OF VENDOR (.4). |
| KUMAR JS | 11/14/08 | 1.70 | REVIEWING VENDOR CONTRACT RE SETOFF ISSUES (1.1). DRAFTING EMAIL TO I. FREDERICKS RE RESULTS OF CONTRACT REVIEW (.6). |
| KUMAR JS | 11/17/08 | 5.80 | DRAFTING MOTION TO APPROVE SETTLEMENT AGREEMENT WITH PANASONIC (3.6). RESEARCHING ISSUES RE SETOFF OF SELF-THOUGH AND OTHER CREDITS IN VENDOR CONTRACT (2.2). |
| KUMAR JS | 11/18/08 | 0.90 | REVISING MOTION AND ORDER TO APPROVE SETTLEMENT AGREEMENT WITH PANASONIC (.7). COMPILING SPREADSHEET OF VENDOR ISSUES (.3). |
| KUMAR JS | 11/19/08 | 2.30 | REVIEWING VENDOR CONTRACTS RE: DIVISIBILITY/SEVERABILITY. (.7). LEGAL RESEARCH RE: DIVISIBILITY/SEVERABILITY OF CONTRACTS (1.6). |
| KUMAR JS | 11/20/08 | 3.70 | RESEARCH RE: CONSONMENT INTEREST IN PROCEEDS (1.4). DRAFTING MOTION AND ORDER TO SHORTEN NOTICE PERIOD FOR MOTION APPROVING PANASONIC SETTLEMENT (1.4). REVISING MOTION AND ORDER TO APPROVE PANASONIC SETTLEMENT (.9). |
| KUMAR JS | 11/21/08 | 0.80 | REVISION MOTION TO APPROVE PANASONIC SETTLEMENT (.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

| | | | |
|-----------------|----------|-----------------|--|
| KUMAR JS | 11/25/08 | 6.10 | MAKING REVISIONS TO ORDER APPROVING SETTLEMENT AGREEMENT WITH PANASONIC (1.9). RESPONDING TO CALLS AND EMAILS CONCERNING QUESTIONS FROM VARIOUS VENDORS (1.6). REVIEWING AGREEMENTS WITH IBM AND LEGAL RESEARCH RE: SEVERABILITY OF AGREEMENTS (2.7). REVISING LETTER TO VERIZON RE: SETTLEMENT OF CLAIMS AND TERMINATION OF AGREEMENT (.9). |
| KUMAR JS | 11/26/08 | 0.60 | REVISIONS TO MOTION TO APPROVE PANASONIC SETTLEMENT (.6). |
| KUMAR JS | 11/28/08 | 1.10 | OBTAINING AND REVIEWING AGREEMENT WITH CHASE RE: RESERVE AND REPORTING REQUIREMENTS. |
| KUMAR JS | 11/30/08 | 3.10 | DRAFTING MOTION AND ORDER APPROVING CHASE SETTLEMENT (3.1). |
| | | 11.80 | |
| Total Associate | | 122.60 | |
| MATTER TOTAL | | <u>161.00</u> | |
| CLIENT TOTAL | | <u>1,514.90</u> | |

DECEMBER 1, 2008 - DECEMBER 31, 2008

SKADDEN, ARPS, SLATE, MEAGHER & FLOH LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
General Corporate Advice

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|-------------|---|
| GALARDI GM | 12/04/08 | 1.80 | PREPARE FOR AND ATTEND BOARD CALL (1.8). |
| GALARDI GM | 12/10/08 | 0.60 | NOMINATING COMMITTEE CALL RE: 409A ISSUES (.6). |
| | | 2.40 | |
| Total Partner | | 2.40 | |
| FREDERICKS IS | 12/16/08 | 0.40 | REVIEW ACCOUNTING QUESTIONS FROM THE COMPANY AND CORRESPONDENCE TO THE COMPANY RE: SAME (.4). |
| | | 0.40 | |
| Total Associate | | 0.40 | |
| TOTAL TIME | | <u>2.80</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Asset Analysis and Recovery

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|--|
| DICKERSON CL | 12/01/08 | 2.10 | CONTINUED ATTENTION TO ISSUES RE CANADIAN ASSETS (1.4); MULTIPLE DISCUSSIONS WITH OSLER AND OTHER PROFESSIONALS RE SAME (.7). |
| DICKERSON CL | 12/02/08 | 1.60 | CONTINUED ATTENTION TO ISSUES RE CANADIAN ASSETS (1.1); MULTIPLE DISCUSSIONS WITH OSLER AND OTHER PROFESSIONALS RE SAME (.5). |
| DICKERSON CL | 12/03/08 | 2.30 | REVIEW REVISED CANADIAN PROCEEDINGS DOCUMENTS INCLUDING MONITOR REPORT AND RELATED ORDERS AND EXHIBITS (1.8); DISCUSSIONS WITH OSLER RE SAME (.5). |
| DICKERSON CL | 12/04/08 | 2.20 | CONTINUED ATTENTION TO ISSUES RE CANADIAN SUE SALE PROCESS (1.4); MULTIPLE DISCUSSIONS RE SAME (.8). |
| DICKERSON CL | 12/17/08 | 0.50 | CONTINUED ATTENTION TO ISSUES RE CANADIAN SALE PROCESS (.3); DISCUSSIONS RE SAME (.2). |
| DICKERSON CL | 12/18/08 | 0.90 | ATTENTION TO INTERTAN ISSUES RE DIP AMENDMENT, MONITOR AND INITIAL ORDER (.6); DISCUSSIONS WITH OSLER RE SAME (.3). |
| DICKERSON CL | 12/20/08 | 0.70 | CONTINUED ATTENTION TO INTERTAN ISSUES RE DIP AMENDMENT, MONITOR AND INITIAL ORDER (.5); DISCUSSIONS WITH OSLER RE SAME (.2). |
| DICKERSON CL | 12/22/08 | 2.70 | CONTINUED ATTENTION TO INTERTAN ISSUES RE DIP AMENDMENT, MONITOR AND INITIAL ORDER (.8); DISCUSSIONS WITH OSLER RE SAME (1.9). |
| DICKERSON CL | 12/23/08 | 2.50 | CONTINUED ATTENTION TO INTERTAN ISSUES RE DIP AMENDMENT, MONITOR AND INITIAL ORDER (.4); DISCUSSIONS WITH OSLER RE SAME (2.1). |
| | | 15.50 | |
| GALARDI GM | 12/01/08 | 0.60 | CALL RE: LIQUIDATION ANALYSIS. |
| GALARDI GM | 12/12/08 | 1.20 | CALLS RE: CANADIAN SALE ISSUES (1.2). |
| GALARDI GM | 12/23/08 | 4.20 | WORK ON ISSUES RE: CANADIAN COURT AND DIP (2.7); CALL WITH MONITOR AND COUNSEL (.9); FOLLOW-UP RE: AMENDMENT AND MODIFICATIONS TO ORDER (.6). |
| GALARDI GM | 12/24/08 | 0.40 | FOLLOW-UP CALL WITH CANADIAN COUNSEL RE: DIP AND CCAA HEARING (.4). |
| GALARDI GM | 12/29/08 | 0.40 | WORK ON ISSUES RE: MONITOR MEETING WITH CANADIAN COUNSEL (.4). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|----------------------|---------------------|
| | 6.80 |
| Total Partner | 22.30 |
| TOTAL TIME | <u>22.30</u> |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Asset Dispositions (General)

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| DICKERSON CL | 12/03/08 | 0.70 | ATTENTION TO ISSUES RE LIQUIDATION OF GOOB STORES (.5); DISCUSSIONS RE SAME (.2). |
| | | 0.70 | |
| GALARDI GM | 12/07/08 | 0.20 | REVIEW ROTHSCHILD UPDATE (.2). |
| GALARDI GM | 12/11/08 | 0.90 | WORK ON ISSUES RE: DISCLOSURE OF BIDDERS (.3); FOLLOW-UP RE: SALE PROCESS (.6). |
| GALARDI GM | 12/14/08 | 0.10 | CALL WITH COMMITTEE COUNSEL RE: SALE PROCESS (.1). |
| GALARDI GM | 12/17/08 | 1.70 | STATUS CALL WITH COMPANY RE: SALE PROCESS (.8); DRAFT TERM SHEET FOR PALN/SALE/FINANCING (.6); NEGOTIATE TIMING OF SALE HEARING WITH COMMITTEE (.3). |
| GALARDI GM | 12/18/08 | 2.20 | EXTENDED CALL WITH COMPANY AND PURCHASER RE: SALE TIMELINE AND PROCESS (1.3); EMAILS WITH COMMITTEE RE: SALE SCHEDULE (.3); WORK ON ISSUES WITH COMPANY AND ADVISERS RE: SALE PROCESS (.6). |
| GALARDI GM | 12/19/08 | 0.20 | REVIEW AND RESPOND TO EMAILS RE: ASSET DISPOSITION PROCESS AND JEFFRIES INVOLVEMENT (.2). |
| GALARDI GM | 12/20/08 | 0.30 | EMAILS WITH COMPANAY AND COMMITTEE RE: SALE PROCESS TIMELINE (.3). |
| GALARDI GM | 12/23/08 | 0.70 | CALLS AND EMAILS WITH ROTSCILD AND BIDDERS FINANCIAL ADVISERS AND COUNSEL (.7). |
| GALARDI GM | 12/29/08 | 0.90 | EMAILS RE: AIRPLANE SALE (.2); FOLLOW-UP RE: SALE PROCESS, TIMING AND FORM APA (.7). |
| GALARDI GM | 12/31/08 | 0.30 | FOLLOW-UP WITH ROTSCILD RE: SALE PROCESS STATUS (.3). |
| | | 7.50 | |
| Total Partner | | 8.20 | |
| FREDERICKS IS | 12/27/08 | 6.70 | REVIEW AND REVISE SALE MOTION, ORDER AND PROCEDURES (6.4) AND CORRESPONDENCE TO G. GALARDI RE: SAME (.3). |
| FREDERICKS IS | 12/28/08 | 5.10 | REVISE SALE PROCEDURES MOTION TO MAKE IT A COMBINED PROCEDURES AND SALE MOTION AND WORK W/ J. KUMAR RE: SAME (4.6); CORRESPONDENCE TO AND FROM G. GALARDI RE: SAME (.5). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|-----------------------|----------|--------------|--|
| FREDERICKS IS | 12/29/08 | 3.20 | CONTINUE TO UPDATE DRAFT SALE MOTION, SALE PROCEDURES AND ORDER (3.2). |
| | | 15.00 | |
| GRANT K | 12/15/08 | 1.20 | TELECONFERENCES AND EMAILS WITH J. AVALONE REGARDING LEASE SALE PROCESS (.8) REVIEWED OFFERS REGARDING SAME. (.4). |
| | | 1.20 | |
| KUMAR JS | 12/17/08 | 0.40 | DRAFTING SALE PROCEDURES MOTION. |
| KUMAR JS | 12/22/08 | 1.40 | CONTINUE DRAFTING SALE PROCEDURES MOTION. |
| KUMAR JS | 12/23/08 | 7.60 | CONTINUE DRAFTING SALE MOTION, ORDER AND SALE PROCEDURES EXHIBIT. |
| KUMAR JS | 12/28/08 | 4.30 | REVISING SALE MOTION. |
| | | 13.70 | |
| MURPHY M | 12/23/08 | 0.70 | REVIEW AND RESEARCH PRECEDENT SALE PROCEDURES. |
| | | 0.70 | |
| Total Associate | | 30.60 | |
| HEANEY CM | 12/17/08 | 0.60 | REVIEW CASE FILES AND COURT DOCKETS RE: SALE MOTION PLEADINGS TO BE USED AS PRECEDENT (.4); OBTAIN AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.2). |
| HEANEY CM | 12/23/08 | 0.30 | REVIEW CASE FILES AND COURT DOCKETS RE: SALE PLEADINGS TO BE USED AS PRECEDENT (.3). |
| | | 0.90 | |
| Total Legal Assistant | | 0.90 | |
| TOTAL TIME | | <u>39.70</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Automatic Stay (Relief Actions)

Bill Date: 01/11/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|--------------|---|
| GALARDI GM | 12/20/08 | 0.30 | REVIEW PROPOSAL RE: NAVARRE LIFT STAY (.3). |
| | | 0.30 | |
| Total Partner | | 0.30 | |
| FREDERICKS IS | 12/18/08 | 3.30 | TELEPHONE CALL WITH US SIGNS RE: RELIEF STAY MOTION (.5); REVIEW NJ STATUTE AND RELATED US SIGNS DOCUMENTS; CONDUCT RESEARCH RELATED TO MECHANICS LIENS AND RELATION BACK ISSUES (2.0); CORRESPONDENCE TO COUNSEL TO US SIGNS RE: RESULTS OF RESEARCH (.8). |
| FREDERICKS IS | 12/19/08 | 2.30 | REVIEW AND REVISE OBJECTION TO US SIGNS' LIFT STAY MOTION AND MULTIPLE TELEPHONE CALLS WITH J. KUMAR RE: SAME (2.3). |
| FREDERICKS IS | 12/29/08 | 0.70 | CONFERENCE CALL WITH K. GRANT AND COUNSEL TO THE COMMITTEE RE: STATUS OF VARIOUS MATTERS LIFT STAY MATTERS (.7). |
| | | 6.30 | |
| GRANT K | 12/18/08 | 1.10 | REVIEWED STAY MOTION OF US SIGNS (.6); TELECONFERENCES WITH R. HUTSON REGARDING SAME. (.5). |
| GRANT K | 12/24/08 | 3.30 | REVIEWED MANSFIELD LIFT STAY MOTION AND SUPPORTING DOCUMENTS (2.9) AND EMAIL WITH S. GOLDICH REGARDING SAME (.4). |
| GRANT K | 12/29/08 | 3.10 | REVIEWED AND ANALYZED LIFT STAY MOTIONS OF HILLSBOROUGH COUNTY (.4) PA ACADIA (.6) NORTH PLAINFIELD (.8); TELECONFERENCE WITH J. FRIEDMAN REGARDING MANSFIELD MOTION (1.3). |
| | | 7.50 | |
| KUMAR JS | 12/19/08 | 5.20 | DRAFTING OBJECTION TO US SIGNS MOTION TO LIFT THE STAY. |
| KUMAR JS | 12/21/08 | 0.80 | SUMMARIZING US SIGNS OBJECTION FOR HEARING. |
| | | 6.00 | |
| Total Associate | | 19.80 | |
| TOTAL TIME | | <u>20.10</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Case Administration

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|----------------------|----------|--------------|--|
| DICKERSON CL | 12/01/08 | 0.50 | REVIEW RECENTLY FILED PLEADINGS /CORRESPONDENCE. |
| DICKERSON CL | 12/02/08 | 1.30 | REVIEW RECENTLY FILED PLEADINGS /CORRESPONDENCE (.6); REVIEW AGENDA FOR OMNIBUS HEARING (.7). |
| DICKERSON CL | 12/03/08 | 1.70 | REVIEW RECENTLY FILED PLEADINGS/CORRESPONDENCE; REVIEW AGENDA FOR 12/5 HEARING (.7); DISCUSSIONS WITH CLIENT RE SAME (.2). |
| DICKERSON CL | 12/04/08 | 2.20 | REVIEW PLEADINGS, DRAFT AGENDA AND OTHER PREPARATION FOR 12/5 HEARING. |
| DICKERSON CL | 12/05/08 | 0.70 | REVIEW RECENTLY FILED PLEADINGS /CORRESPONDENCE. |
| DICKERSON CL | 12/08/08 | 0.40 | REVIEW RECENTLY FILED PLEADINGS /CORRESPONDENCE. |
| DICKERSON CL | 12/09/08 | 0.50 | REVIEW RECENTLY FILED PLEADINGS /CORRESPONDENCE. |
| DICKERSON CL | 12/15/08 | 0.90 | PREPARE FOR/ATTEND DAILY STATUS CALL WITH CLIENT AND OTHER PROFESSIONALS. |
| DICKERSON CL | 12/17/08 | 1.20 | PREPARE FOR/ATTEND DAILY STATUS CALL WITH CLIENT AND OTHER PROFESSIONALS (1.2). |
| DICKERSON CL | 12/20/08 | 0.80 | CONFERENCE CALL RE PREP FOR 12/22 HEARING. |
| DICKERSON CL | 12/24/08 | 0.60 | CONFERENCE CALL RE GENERAL CASE ISSUES. |
| | | 10.80 | |
| GALARDI GM | 12/01/08 | 0.60 | CALL WITH COMMITTEE COUNSEL RE: OPEN ISSUES (.6). |
| GALARDI GM | 12/05/08 | 2.20 | PREPARE FOR AND ATTEND AND/OR REPRESENT COMPANY AT HEARING ON NUMEROUS MATTERS (2.2). |
| GALARDI GM | 12/22/08 | 1.40 | PREPARE FOR AND REPRESENTED COMPANY AT 11 AM HEARING MATTERS. |
| | | 4.20 | |
| Total Partner | | 15.00 | |
| BAKER SK | 12/04/08 | 3.70 | REVIEW AND ANALYZE PART OF SETTLEMENT AGREEMENTS IN ORDER TO DETERMINE PAYMENT IN ORDER TO UPDATE BUDGE (3.7) . |
| BAKER SK | 12/15/08 | 1.70 | REVIEW DECEMBERS HEARING TRANSCRIPT REGARDING IDENTIFICATION OF UNRESOLVED MATTERS (1.7). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|---------------|----------|-------|---|
| BAKER SK | 12/18/08 | 1.30 | REVIEW DECEMBER 5TH HEARING TRANSCRIPT REGARDING PREPARATION FOR UPCOMING HEARING (1.3). |
| BAKER SK | 12/22/08 | 0.80 | REVIEW AGENDA FOR MORNING HEARING (.5); REVIEW CORRESPONDENCE FOR S. AMBROSE REGARDING SERVICE OF DOCUMENTS. (.1). REVIEW UPDATED CASE CALENDAR. (.2). |
| BAKER SK | 12/23/08 | 0.90 | CIRCUIT CITY CONFERENCE CALL REGARDING NEW ASSIGNMENT STATUS UPDATES (.9). |
| | | 8.40 | |
| FREDERICKS IS | 12/02/08 | 2.60 | REVIEW AND REVISE DRAFT AGENDA FOR DECEMBER 5 HEARING AND MULTIPLE CORRESPONDENCE TO AND FROM MCGUIREWOODS RE: SAME (2.6). |
| FREDERICKS IS | 12/03/08 | 2.60 | REVIEW AND REVISE AND WORK WITH MCGUIREWOODS TO FINALIZE AGENDA FOR DECEMBER 5 HEARING (2.6). |
| FREDERICKS IS | 12/04/08 | 6.70 | PREPARE FOR DECEMBER 5 HEARING, INCLUDING UPDATING AND FINALIZING MULTIPLE AMENDED AGENDAS, REVIEWING DOCUMENTS RELATED TO MATTERS SCHEDULED FOR HEARING, WORKING WITH D. FOLEY AND G. GALARDI ON STATUSES, RESOLUTIONS AND MATTERS GOING FORWARD, COMMUNICATE (EMAIL AND PHONE CALLS) WITH PARTIES IN INTEREST TO RESOLVE OR ATTEMPT TO RESOLVE VARIOUS MATTERS (6.7). |
| FREDERICKS IS | 12/05/08 | 11.90 | PREPARE FOR HEARING, INCLUDING REVIEWING AND REVISING PROPOSED FORM OF ORDERS, REVIEWING RELEVANT DOCUMENTS AND STRATEGIZING (7.2); ATTEND AND PARTICIPATE IN HEARING, INCLUDING BREAKS AND SETTLEMENT DISCUSSIONS WITH LANDLORDS AND OTHER PARTIES IN INTEREST (4.7). |
| FREDERICKS IS | 12/11/08 | 3.30 | PARTICIPATE IN CONFERENCE CALL WITH MANAGEMENT, FTI, ROTHCHILD AND G. GALARDI RE: RECENT CASE DEVELOPMENTS WITH THE COMMITTEE (1.2); PARTICIPATE IN MEETINGS WITH KPMG AND OTHER ACCOUNTING REPRESENTATIVES RE: GENERAL CASE RELATED QUESTIONS AND IMPACT ON ACCOUNTING (2.1). |
| FREDERICKS IS | 12/16/08 | 1.60 | CONFER WITH G. GALARDI ABOUT VARIOUS CASE RELATED ISSUES (.8); REVIEW AND REVISE DRAFT AGENDA FOR DECEMBER 22 HEARING AND CORRESPONDENCE TO MCGUIREWOODS RE: SAME (.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| FREDERICKS IS | 12/17/08 | 3.60 | MULTIPLE CORRESPONDENCE FROM AND TO AND PARTICIPATE IN CONFERENCE CALL WITH D. HILLMAN RE: GOLDSMITH LEASE (.6); REVIEW, REVISE AND UPDATE STATUS CHART FOR OBJECTIONS TO THE FIRST DAY REJECTION MOTION AND TELEPHONE CALL WITH K. LAZAROFF RE: SAME (2.3); REVIEW AND REVISE AND WORK WITH C. HEANEY ON DRAFT AGENDAS FOR DECEMBER 22 HEARING (.7). |
| FREDERICKS IS | 12/18/08 | 2.70 | REVIEW AND REVISE MULTIPLE DRAFTS OF THE AGENDAS (10 AM AND 1 PM) AND FINALIZE FOR FILING (2.7). |
| FREDERICKS IS | 12/19/08 | 1.60 | REVIEW AND REVISE AMENDED AGENDAS (10 AM AND 1 PM HEARINGS). |
| FREDERICKS IS | 12/20/08 | 1.40 | PARTICIPATE IN CONFERENCE CALL WITH K. GRANT, G. GALARDI, C. DICKERSON RE: PREPARATION FOR UPCOMING HEARING, INCLUDING, REVIEWING MATTERS SCHEDULED FOR DECEMBER 22 HEARINGS (1.4). |
| FREDERICKS IS | 12/21/08 | 3.40 | PREPARE FOR HEARING (3.4). |
| FREDERICKS IS | 12/22/08 | 9.30 | CONTINUE TO PREPARE FOR AND ATTEND AND PARTICIPATE IN HEARINGS (10 AM AND 1 PM) (DIP MOTION, VARIOUS LANDLORD MATTERS, AND OTHER MOTIONS AND APPLICATIONS) (9.3). |
| FREDERICKS IS | 12/23/08 | 3.10 | CONFERENCE CALL WITH SKADDEN WORKING GROUP RE: GOING FORWARD STRATEGY, STATUS OF VARIOUS MATTERS, AND DISCUSSION OF MATTERS SCHEDULED FOR JANUARY 16 HEARING (.7); WORK WITH MCGUIREWOODS TO FINALIZE ALL ORDERS (INCLUDING INCORPORATING CHANGES FROM HEARING) FOR SUBMISSION TO THE COURT (2.4). |
| FREDERICKS IS | 12/24/08 | 1.10 | PARTICIPATE IN CONFERENCE CALL WITH G. GALARDI, C. DICKERSON, AND K. GRANT RE: UPCOMING STRATEGY (1.1). |
| FREDERICKS IS | 12/30/08 | 4.10 | REVIEW CORRESPONDENCE RECEIVED IN THE CASE AND RECENTLY FILED PLEADINGS; COORDINATE RESPONDING TO PLEADINGS AND CORRESPONDENCE WITH SKADDEN WORKING GROUP (3.7); TELEPHONE CALLS (K3) FROM CREDITORS RE: BAR DATE AND RELATED QUESTIONS (.4). |
| | | 59.00 | |
| GRANT K | 12/16/08 | 0.40 | TEAM STRATEGY CALL. (.4). |
| GRANT K | 12/17/08 | 1.30 | REVISED DRAFT AGENDA REGARDING LEASE ISSUES. |
| GRANT K | 12/20/08 | 1.00 | WORKING GROUP STRATEGY CALL REGARDING PREPARATION FOR OMNIBUS HEARING ON DECEMBER 22. |
| GRANT K | 12/23/08 | 0.40 | TEAM STRATEGY MEETING. |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

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| GRANT K | 12/24/08 | 0.80 | SENIOR STRATEGY CALL REGARDING UPCOMING HEARINGS AND PLEADINGS. |
| | | 3.90 | |
| JANUS CP | 12/16/08 | 0.70 | PLANNING AGENDA AND RESPONSES RE: DECEMBER 22 HEARING (0.7). |
| JANUS CP | 12/23/08 | 0.70 | STRATEGY AND PLANNING RE: DECEMBER 22 AND JANUARY HEARING (0.7). |
| | | 1.40 | |
| KUMAR JS | 12/02/08 | 1.30 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (1.3). |
| KUMAR JS | 12/03/08 | 0.80 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (.8). |
| KUMAR JS | 12/04/08 | 0.70 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (.7). |
| KUMAR JS | 12/05/08 | 0.80 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (.8). |
| KUMAR JS | 12/09/08 | 1.30 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (1.3). |
| KUMAR JS | 12/10/08 | 2.10 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (1.2). REVIEWING CASE DISTRIBUTION LISTS FOR ITEMS REQUIRING FOLLOW-UP (.9). |
| KUMAR JS | 12/11/08 | 0.60 | CALLS WITH PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (.6). |
| KUMAR JS | 12/15/08 | 1.60 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE MANAGEMENT ISSUES (1.6). |
| KUMAR JS | 12/16/08 | 0.60 | SKADDEN WORKING GROUP CALL. |
| KUMAR JS | 12/18/08 | 0.80 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES. |
| KUMAR JS | 12/23/08 | 0.70 | SKADDEN WORKING GROUP CALL. |
| KUMAR JS | 12/29/08 | 0.90 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES (.4). CHECKING DOCKET FOR AMENDED NOTICES OF HEARING (.3). CHECKING DATA ROOM FOR LLC AGREEMENTS (.2). |
| KUMAR JS | 12/30/08 | 0.40 | RESPONDING TO INQUIRIES FROM PARTIES IN INTEREST RE: VARIOUS CASE ADMINISTRATION ISSUES. |

12.60

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LAZAROFF KA | 12/08/08 | 0.40 | INTERNAL STATUS CALL. |
| LAZAROFF KA | 12/11/08 | 2.00 | COORDINATED INTERNALLY FOR 12/12 FILING DEADLINE. PREPARED DOCUMENTS FOR FILING. DISTRIBUTED DOCUMENTS TO CREDITORS' COMMITTEE AND LENDERS. |
| LAZAROFF KA | 12/12/08 | 1.20 | PREPARED AND COLLECTED PLEADINGS TO BE FILED. |
| LAZAROFF KA | 12/16/08 | 2.00 | STATUS CALL AND DISCUSSION WITH INTERNAL WORKING GROUP (1.3). REVIEWED AND REVISED DRAFT AGENDA FOR 12/22 HEARING (.7). |
| LAZAROFF KA | 12/17/08 | 0.50 | REVIEWED AND UPDATED DRAFT AGENDA FOR 12/22 HEARING/. |
| LAZAROFF KA | 12/23/08 | 1.70 | INTERNAL WORKING GROUP STATUS CALL (.8); REVIEWED ASSIGNMENTS, CREATED TASK LIST (.9). |
| | | 7.80 | |
| REED AL* | 12/08/08 | 0.50 | CONFERENCE RE: PREPARATION OF CASE CALENDAR IN CONJUNCTION WITH DOCKET AND AGENDA. |
| REED AL* | 12/10/08 | 0.80 | REVIEW AND REVISE NOTICE OF COMMENCEMENT. |
| REED AL* | 12/12/08 | 2.70 | CONFERENCE RE: AGENDA FOR DECEMBER 22 HEARING, SHAREHOLDER INQUIRIES, AND CORRESPONDENCE (.3); REVIEW DECEMBER 5 TRANSCRIPT (1.3); EMAILS RE: DECEMBER 5 TRANSCRIPT (.1); REVIEW CASE CALENDAR (.7); CONFERENCE RE: CASE CALENDAR (.3). |
| REED AL* | 12/15/08 | 5.10 | REVIEW DOCKET TO PREPARE AGENDA (.9); REVIEW AND EDIT AGENDA TO ENSURE ACCURACY (4.2). |
| REED AL* | 12/16/08 | 0.80 | CONFERENCE CALL WITH TEAM RE: STATUS FOR DECEMBER 22 HEARING (.5); EMAIL RE: AGENDA (.1); CALLS RE: RECENTLY DOCKETED ITEMS (.2). |
| REED AL* | 12/17/08 | 1.80 | CONFERENCE RE: DISTRIBUTION OF CORRESPONDENCE, PLEADINGS, AND KCC MATERIALS (.8); CONFERENCE RE: EQUITY LISTS FOR CC AND AFFILIATES (.1); DRAFT EQUITY LIST FOR CC AND AFFILIATES (.9). |
| REED AL* | 12/18/08 | 1.70 | REVIEW RECENTLY RECEIVED PLEADINGS, CORRESPONDENCE, AND PROOFS OF CLAIM (1.7). |
| REED AL* | 12/19/08 | 1.30 | REVIEW RECENTLY RECEIVED PLEADINGS, CORRESPONDENCE, AND PROOFS OF CLAIM. |
| REED AL* | 12/22/08 | 1.10 | REVIEW RECENTLY RECEIVED PLEADINGS, CORRESPONDENCE, AND PROOFS OF CLAIM. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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|---------------------------|----------|--------|---|
| REED AL* | 12/23/08 | 4.40 | CONFERENCE RE: CASE CALENDAR (.6); REVIEW CASE CALENDAR ENTRIES FOR ACCURACY (.5); CORRESPONDENCE RE: MONTHLY HEARING REPORTS (.2); CORRESPONDENCE RE: EQUITY LIST (.2); CORRESPONDENCE RE: PLEADINGS, CLAIMS, AND OTHER DOCUMENTS (.9); REVIEW AFFILIATE OPERATING AGREEMENTS AND CORPORATE INFORMATION CHART TO PREPARE EQUITY LIST (.9); REVISE AND UPDATE EQUITY LIST (.5); CONFERENCE RE: CASE STATUS (.6). |
| | | 20.20 | |
| Total Associate/Law Clerk | | 113.30 | |
| HEANEY CM | 11/09/08 | 1.40 | REVIEW VOLUNTARY PETITIONS FOR ACCURACY (.3); COORDINATE WITH THIRD PARTIES RE: STATUS OF OUTSTANDING SERVICE INFORMATION (.3); REVIEW AND RESEARCH BACKGROUND INFORMATION FOR OUTSTANDING SERVICE PARTIES (.8). |
| HEANEY CM | 12/01/08 | 0.90 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.6). |
| HEANEY CM | 12/02/08 | 1.30 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.4); OBTAIN AND ORGANIZE PLEADINGS FOR 12-5 HEARING BINDERS (.6). |
| HEANEY CM | 12/03/08 | 5.10 | PREPARE BINDERS OF HEARING PLEADINGS FOR 12-5 HEARING (1.7); OBTAIN, REVIEW AND ORGANIZE ADDITIONAL DOCUMENTS FOR HEARING (.9); ASSIST ATTORNEYS WITH PREPARATION OF HEARING AGENDA AND HEARING PREPARATION (2.3); COORDINATE WITH THIRD PARTIES REGARDING PREPARATION OF SERVICE OF AGENDA (.2). |
| HEANEY CM | 12/04/08 | 3.80 | REVIEW DOCKET RE: UPDATES TO 12-5 HEARING AGENDA (.4); OBTAIN, REVIEW AND DISTRIBUTE ADDITIONAL HEARING OBJECTIONS (.6); PREPARE ADDITIONAL BINDERS OF DOCUMENTS FOR HEARING (1.9); ASSIST ATTORNEYS WITH HEARING PREPARATION (.9). |
| HEANEY CM | 12/05/08 | 0.80 | REVIEW DOCKET RE: UPDATES TO HEARING MATTERS (.4); OBTAIN, REVIEW AND DISTRIBUTE ADDITIONAL OBJECTIONS TO HEARING MATTERS (.4). |
| HEANEY CM | 12/08/08 | 3.80 | DRAFT EDIT/REVISE 12-22 HEARING AGENDA (3.2); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.6). |
| HEANEY CM | 12/09/08 | 0.90 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.6). |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

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| HEANEY CM | 12/10/08 | 1.10 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW, ORGANIZE AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.8). |
| HEANEY CM | 12/11/08 | 0.60 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.2); OBTAIN AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.4). |
| HEANEY CM | 12/12/08 | 1.10 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW, ORGANIZE AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.8). |
| HEANEY CM | 12/15/08 | 0.90 | EDIT/REVISE 12-22 HEARING AGENDA (.9). |
| HEANEY CM | 12/16/08 | 1.70 | REVIEW DOCKET RE: UPDATES TO CASE 12-22 HEARING MATTERS (.2); EDIT/REVISE HEARING AGENDA (1.1); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.4). |
| HEANEY CM | 12/17/08 | 1.40 | REVIEW DOCKET RE: UPDATES TO 12-22 HEARING AGENDA (.3); EDIT/REVISE HEARING AGENDAS (.9); COORDINATE WITH THIRD PARTIES REGARDING SERVICE OF AGENDAS (.2). |
| HEANEY CM | 12/18/08 | 6.20 | REVIEW DOCKET RE: UPDATES TO 12-22 HEARING AGENDA (.3); EDIT/REVISE HEARING AGENDAS (3.8); COORDINATE WITH THIRD PARTIES REGARDING SERVICE OF AGENDAS (.2); OBTAIN PLEADINGS AND PREPARE ROUGH HEARING BINDERS (1.9). |
| HEANEY CM | 12/19/08 | 2.80 | REVIEW DOCKET RE: UPDATES TO HEARING MATTERS (.3); REVISE AND REORGANIZE HEARING BINDERS FOR 12-22 HEARING (2.2); DISTRIBUTE PLEADINGS ON THIRD PARTIES (.3). |
| HEANEY CM | 12/20/08 | 2.60 | PREPARE BINDERS OF HEARING PLEADINGS FOR 12-22 HEARING (2.6). |
| HEANEY CM | 12/22/08 | 0.30 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3). |
| HEANEY CM | 12/23/08 | 0.90 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.3); ASSIST WITH UPDATES TO CASE CALENDAR (.3). |
| HEANEY CM | 12/24/08 | 0.60 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW, ORGANIZE AND DISTRIBUTE PLEADINGS FOR DISTRIBUTION ON THIRD PARTIES (.3). |
| HEANEY CM | 12/29/08 | 0.30 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3). |
| HEANEY CM | 12/30/08 | 0.70 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3); OBTAIN, REVIEW AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.4). |
| HEANEY CM | 12/31/08 | 0.30 | REVIEW DOCKET RE: UPDATES TO CASE FILES (.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| | | 39.50 | |
| LAMANNA WK | 12/01/08 | 2.70 | REVIEW COURT DOCKET UPDATE AND NEW CASE DOCUMENTS (0.3); DOWNLOAD NEWLY FILED PLEADINGS (0.3); CALENDAR CRITICAL DATES IN LEAD CASE (1.9); PREPARE, REVIEW AND DISTRIBUTE CASE CALENDAR TO TEAM (0.2). |
| LAMANNA WK | 12/03/08 | 1.40 | REVIEW COURT DOCUMENTS AND CASE DOCKET (0.3); PREPARE CLIENT FILES OF PLEADINGS, CLAIMS, CORRESPONDENCE AND RETURNED MAIL FOR CENTRAL STORAGE (1.1). |
| LAMANNA WK | 12/04/08 | 0.30 | TELCON WITH THIRD PARTY REGARDING CASE INFORMATION (0.1); MEET WITH I. FREDERICKS REGARDING UPDATES TO CASE CALENDAR (0.2). |
| LAMANNA WK | 12/05/08 | 0.20 | TELCON WITH THIRD PARTY REGARDING GENERAL CASE INFORMATION (0.1); REVIEW NEW CASE PLEADINGS IN DAILY DISTRIBUTION (0.1). |
| LAMANNA WK | 12/08/08 | 2.00 | PREPARE AND DISTRIBUTE FIRST DAY HEARING BINDER (0.7); REVIEW COURT DOCUMENTS AND CASE DOCKET (0.2); CALENDAR CRITICAL DATES IN MAIN CASE (1.1). |
| LAMANNA WK | 12/09/08 | 3.10 | TELCON WITH THIRD PARTY REGARDING GENERAL CASE INFORMATION (0.1); REVIEW COURT DOCUMENTS AND CASE DOCKET (0.3); CALENDAR CRITICAL DATES IN MAIN CASE, APPEALS, AND ADVERSARY PROCEEDING (1.9); MEET WITH ASSOCIATE TO DISCUSS CRITICAL DATES AND NEW RELATED CASES (0.5); PREPARE, REVIEW AND DISTRIBUTE CASE CALENDAR TO TEAM (0.3). |
| LAMANNA WK | 12/10/08 | 0.50 | DISCUSS CALENDARING QUESTIONS WITH A. REED (0.1); SET UP NEW CLIENT RECORDS FILES FOR COURT PAPERS (0.3); REVIEW AGENDA FOR 12/22/08 HEARING (0.1). |
| LAMANNA WK | 12/11/08 | 4.30 | RECORD CALLER MESSAGES AND FORWARD TO ATTORNEYS REGARDING GENERAL CASE INFORMATION (0.3); UPDATE/REVIEW CASE DOCKET AND DOWNLOAD/REVIEW NEW COURT DOCUMENTS (0.5); CALENDAR CRITICAL DATES IN MAIN CASE (0.3); EDIT/REVISE 12/22/08 HEARING AGENDA (3.2). |
| LAMANNA WK | 12/12/08 | 7.10 | UPDATE CASE DOCKET AND REVIEW FOR NEW CRITICAL DATES (0.4); DOWNLOAD NEW PLEADINGS SET FOR 12/22 HEARING (0.5); CALENDAR CRITICAL DATES IN MAIN CASE (2.3); DISCUSS APPELLEE'S DESIGNATION DUE DATE WITH ATTORNEY (0.1); EDIT/REVISE 12/22 HEARING AGENDA (3.6); PREPARE AND DISTRIBUTE DEPARTMENT CALENDAR TO TEAM (0.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LAMANNA WK | 12/15/08 | 1.90 | REVIEW AND EDIT/REVISE 12/22 HEARING AGENDA (0.8); UPDATE AND REVIEW COURT DOCKET FOR NEW PLEADINGS (0.2); CALENDAR CRITICAL DATES IN MAIN CASE FROM NUMEROUS 12/12/08 FILINGS (0.3); PREPARE, REVIEW AND DISTRIBUTE CASE CALENDAR TO TEAM (0.2); REVIEW CALLER MESSAGES AND FORWARD FOR RESPONSE REGARDING GENERAL CASE INFORMATION (0.4). |
| LAMANNA WK | 12/16/08 | 0.90 | DISCUSS AGENDA WITH A. REED (0.1); REVIEW NUMEROUS COURT DOCUMENTS FOR PREVIOUS WEEK AND PREPARE FOR INCLUSION IN CLIENT FILE (0.5); REVIEW COURT'S CALENDAR FOR 12/22 HEARING AND COMPARE WITH DRAFT AGENDA (.20); CALENDAR CRITICAL DATES IN MAIN CASE (0.1). |
| LAMANNA WK | 12/19/08 | 0.90 | REVIEW AND PREPARE CLIENT COURT PAPERS FOR CENTRAL RECORDS. |
| LAMANNA WK | 12/22/08 | 4.40 | ORGANIZE NUMEROUS PLEADINGS TO UPDATE CLIENT RECORDS FOR STORAGE (0.7); REVIEW CASE DOCKET AND COURT DOCUMENTS (0.5); COORDINATE PRINTING OF CASE PLEADINGS FOR CALENDARING AND TO MAINTAIN CLIENT FILE (0.1); CALENDAR CRITICAL DATES IN MAIN CASE AND APPEALS (2.6); PREPARE, REVIEW AND DISTRIBUTE CASE CALENDAR TO TEAM (0.3). |
| LAMANNA WK | 12/23/08 | 0.80 | TELCON WITH ATTORNBYS RE: CRITICAL DATES (0.2); REVIEW AND ADD/EDIT CRITICAL DATES (0.6). |
| LAMANNA WK | 12/30/08 | 5.80 | MAINTAIN CLIENT CASE FILE BY SORTING NUMEROUS COURT DOCUMENTS FOR CENTRAL STORAGE (1.1); COORDINATE PRINTING OF MISSING CASE DOCUMENTS FOR CLIENT FILE (0.4); REVIEW COURT DOCUMENTS AND CASE DOCKET (0.5); CALENDAR CRITICAL DATES IN MAIN CASE AND DISCUSS CALENDARING ISSUES WITH I. FREDERICKS (3.6); PREPARE AND DISTRIBUTE CASE CALENDAR TO TEAM (0.2). |
| | | 16.30 | |
| Total Legal Assistant | | 75.80 | |
| TOTAL TIME | | <u>204.10</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Claims Admin. (General)

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| DICKERSON CL | 12/02/08 | 1.20 | ATTENTION TO ISSUES RE BAR DATE (.7); DISCUSSIONS RE SAME (.5). |
| DICKERSON CL | 12/11/08 | 0.80 | CONTINUED ATTENTION TO ISSUES RE BAR DATE. |
| | | 2.00 | |
| Total Partner | | 2.00 | |
| BAKER SK | 12/22/08 | 0.50 | TELEPHONE CONFERENCE WITH MARY JENKE REGARDING BAR DATE DEADLINES (.2); REVIEW CORRESPONDENCE FROM IN DEPARTMENT OF ENVIRONMENT MANAGEMENT REGARDING FILING OF CLAIM. (.1); TELEPHONE CONFERENCE WITH R. DINER REGARDING WATER BILL FOR LOCATION 6949 (.2). |
| BAKER SK | 12/23/08 | 0.20 | REVIEW ALACHUA COMPANY'S TAX COLLECTOR'S PROOF OF CLAIM (.2). |
| BAKER SK | 12/29/08 | 0.20 | REVIEW 503(B) (9) CLAIM OF WARNER HOME VIDEO (.2). |
| | | 0.90 | |
| FREDERICKS IS | 12/11/08 | 2.60 | WORK WITH KCC AND MCGUIREWOODS TO FINALIZE BAR DATE NOTICES AND RELATED DOCUMENTS, INCLUDING MULTIPLE CORRESPONDENCE AND CONFERENCE CALLS RE: SAME AND REVIEWING, REVISING AND FINALIZING RELATED DOCUMENTS (2.6). |
| FREDERICKS IS | 12/16/08 | 1.90 | REVIEW REVISED BAR DATE FAQs PREPARED BY THE COMPANY (.5); PROVIDE COMMENTS TO SAME; CONFER WITH G. GALARDI RE: SAME (.5); AND CORRESPONDENCE TO T. BEHNKE RE: SAME (.3); CONFERENCE CALL WITH KCC RE: CLAIMS' WEBSITE AND RELATED MATTERS AND CORRESPONDENCE TO E&Y RE: SAME (.6). |
| | | 4.50 | |
| JANUS CP | 12/08/08 | 0.10 | RETURNING CALL RE: EQUITY OWNERSHIP AND PROOF OF INTEREST (0.1). |
| JANUS CP | 12/24/08 | 0.10 | CORRESPONDENCE WITH POTENTIAL CREDITOR RE: 503(B) (9) AND GENERAL CLAIM FORMS (0.1). |
| | | 0.20 | |
| REED AL* | 12/09/08 | 1.10 | CONTACT SHAREHOLDERS TO RESOLVE VARIOUS INQUIRIES. |
| REED AL* | 12/10/08 | 1.20 | CONTACT SHAREHOLDERS TO RESOLVE INQUIRIES RECEIVED BY PHONE AND MAIL (.9); REVIEW SHAREHOLDER INQUIRIES RECEIVED (.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| REED AL* | 12/15/08 | 0.80 | RESPOND TO SHAREHOLDER INQUIRIES. |
| REED AL* | 12/16/08 | 0.90 | RESPOND TO SHAREHOLDER INQUIRIES (.7): DOCUMENT STATUS OF SHAREHOLDER INQUIRIES AND RESPONSES (.2). |
| | | 4.00 | |
| Total Associate/Law Clerk | | 9.60 | |
| LAMANNA WK | 12/09/08 | 0.10 | TELCON WITH S. BAKER RE: PROPOSED BAR DATE. |
| LAMANNA WK | 12/18/08 | 0.20 | REVIEW MESSAGES FROM GENERAL CLAIMANTS AND FORWARD TO L. KUMAR FOR RENPONSE. |
| LAMANNA WK | 12/23/08 | 0.50 | REVIEW CALLER MESSAGES AND FORWARD INFORMATION REGARDING GENERAL CLAIMS DEADLINE TO ATTORNEY (0.5). |
| | | 0.80 | |
| Total Legal Assistant | | 0.80 | |
| TOTAL TIME | | <u>12.40</u> | |

* law clerks are law school graduates who are not presently admitted
to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Claims Admin. (Reclamation/Trust Funds)

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| BAKER SK | 12/01/08 | 0.30 | REVIEW RECLAMATION DEMAND OF SAMSUNG ELECTRONICS (.3). |
| | | 0.30 | |
| FREDERICKS IS | 12/02/08 | 1.40 | MULTIPLE TELEPHONE CALLS TO AND FROM C. FISHER RE: OBJECTIONS TO RECLAMATION MOTION AND RESOLUTIONS THEREOF (.2); TELEPHONE CALL WITH C. DICKERSON RE: SAME (.2); REVIEW RECLAMATION PROCEDURES OBJECTIONS (1.0). |
| FREDERICKS IS | 12/03/08 | 1.60 | REVIEW, REVISE AND FINALIZE REPLY TO OBJECTIONS TO THE RECLAMATION MOTION (1.6). |
| FREDERICKS IS | 12/09/08 | 0.80 | REVISE RECLAMATION ORDER TO INCORPORATE COMMENTS FROM OBJECTORS AND FINALIZE FOR FILING WITH THE COURT (.8). |
| FREDERICKS IS | 12/16/08 | 0.60 | CORRESPONDENCE FROM AND TO C. FISHER RE: RESEARCH RELATED TO RECLAMATION CLAIMS AND SUMMARY OF ADDITIONAL RESEARCH (.6). |
| FREDERICKS IS | 12/29/08 | 0.60 | MULTIPLE CORRESPONDENCE TO AND FROM M. WAITING RE: RECLAMATION CLAIMS (.6). |
| | | 5.00 | |
| JANUS CP | 12/01/08 | 2.30 | RESEARCH RE: 503(B)(9) QUESTIONS FROM ALLEGED CREDITORS (0.2); REVIEWING AND TRACKING RE: 503(B)(9) CLAIM SUBMISSIONS FROM VENDORS (0.4); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (1.7). |
| JANUS CP | 12/02/08 | 9.00 | DRAFTING RE: REPLY TO RECLAMATION OBJECTIONS (3.7); RESEARCH RE: RECLAMATION OBJECTIONS (2.7); RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (1.3); REVIEWING AND TRACKING RE: 503(B)(9) CLAIM SUBMISSIONS FROM VENDORS (0.1); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.2); REVIEWING OBJECTIONS RE: RECLAMATION MOTION (0.7); TELEPHONE CALLS RE: RECLAMATION OBJECTIONS WITH COUNSELS FOR CREDITORS (0.3). |
| JANUS CP | 12/03/08 | 5.60 | RESEARCH RE: 503(B)(9) CLAIM FORM QUESTIONS (0.1); RESEARCH RE: REPLY TO RECLAMATION OBJECTIONS (1.5); RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (1.4); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.1); REVISING DOCUMENTS RE: REPLY TO RECLAMATION OBJECTIONS (2.5). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| JANUS CP | 12/04/08 | 1.00 | ADDRESSING, RESEARCHING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (0.9); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.1). |
| JANUS CP | 12/05/08 | 2.10 | ADDRESSING, RESEARCHING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (2.1). |
| JANUS CP | 12/08/08 | 0.60 | ADDRESSING, RESEARCHING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (0.2); RESEARCHING AND ADDRESSING QUESTIONS RE: RECLAMATION PROCESS (0.4). |
| JANUS CP | 12/09/08 | 0.80 | ADDRESSING, RESEARCHING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (0.8). |
| JANUS CP | 12/10/08 | 7.40 | RESEARCH RE: RECLAMATION PROCESS (0.6); RESEARCHING AND ADDRESSING QUESTIONS RE: RECLAMATION PROCESS (0.2); RESEARCHING RE: BAPCPA SECTION 546 CHANGES (6.6). |
| JANUS CP | 12/11/08 | 0.80 | ADDRESSING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (0.5); RESEARCH RE: RECLAMATION PROCESS (0.3). |
| JANUS CP | 12/12/08 | 0.30 | REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.3). |
| JANUS CP | 12/15/08 | 0.10 | REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.1). |
| JANUS CP | 12/16/08 | 2.80 | ADDRESSING, RESEARCHING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (0.20); RESEARCH RE: RECLAMATION CLAIMANT CLAIM STATUS (0.5); RESEARCHING AND ADDRESSING QUESTIONS FROM VENDORS RE: RECLAMATION AND RETURN PROCEDURES (0.6); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (1.5). |
| JANUS CP | 12/17/08 | 6.70 | ADDRESSING, RESEARCHING AND RETURNING PHONE CALLS RE: 503(B)(9) CLAIM FORM QUESTIONS (0.2); RESEARCHING AND ADDRESSING QUESTIONS FROM VENDORS RE: RECLAMATION AND RETURN PROCEDURES (0.1); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (2.5); REVIEWING HEARING TRANSCRIPT RE: RECLAMATION CLAIMS (0.5); REVIEWING MOTIONS FILED RE: ALLEGED SECTION 503(B)(9) GOODS (0.5); REVISING AND RESEARCH RE: RECLAMATION CREDITORS MEMORANDUM (2.9). |
| JANUS CP | 12/18/08 | 3.20 | RESEARCH RE: RECLAMATION CREDITORS MEMORANDUM (2.5); REVIEWING AND TRACKING RE: RECLAMATION CLAIM SUBMISSIONS FROM VENDORS (0.7). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| JANUS CP | 12/19/08 | 2.10 | RESEARCH RE: RECLAMATION CREDITORS MEMORANDUM (2.1). |
| JANUS CP | 12/22/08 | 1.30 | TRACKING CLAIMS RE: 503(B)(9) AND RECLAMATION (1.3). |
| JANUS CP | 12/23/08 | 1.30 | RESEARCH RE: SECTION 503(B)(9) CLAIM SUBMISSIONS (0.1); RESEARCH RE: STATUS OF RECLAMATION CREDITORS (1.0). |
| JANUS CP | 12/24/08 | 0.40 | EEVIEW RE: SECTION 503(B)(9) CLAIM SUBMISSIONS (0.4). |
| JANUS CP | 12/29/08 | 1.00 | REVIEWING 503(B)(9) MOTION FOR COMPLIANCE WITH CLAIM PROCEDURES (0.9); TRACKING CLAIM AMOUNTS RE: 503(B)(9) (0.1). |
| JANUS CP | 12/30/08 | 3.50 | DISCUSSION WITH COUNSEL RE: 503(B)(9) MOTION PURPOSE (0.1); TRACKING RECLAMATION CLAIM SUBMISSIONS (3.4). |
| | | 52.30 | |
| Total Associate | | 57.60 | |
| LAMANNA WK | 12/01/08 | 1.40 | RECEIVE AND RESPOND TO NUMEROUS INQUIRIES FROM THIRD PARTIES REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE. |
| LAMANNA WK | 12/02/08 | 1.80 | TRLCONS WITH THIRD PARTIES REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE (0.2); RECORD CALLER MESSAGRS FROM NUMEROUS PARTIES AND FORWARD INFORMATION FOR RESPONSE REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE (1.6). |
| LAMANNA WK | 12/04/08 | 0.40 | RECORD CALLER MESSAGES FROM NUMEROUS PARTIES AND FORWARD INFORMATION FOR RESPONSE REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE (0.4). |
| LAMANNA WK | 12/05/08 | 0.20 | RECORD CALLER MESSAGES AND FORWARD INFORMATION TO LAWYER FOR RESPONSE REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE. |
| LAMANNA WK | 12/09/08 | 0.50 | RECORD CALLER MESSAGES FROM NUMEROUS PARTIES AND FORWARD INFORMATION FOR RRSponse REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE. |
| LAMANNA WK | 12/11/08 | 0.30 | RECORD CALLER MESSAGES AND FORWARD INFORMATION FOR RESPONSE REGARDING NOTICE OF 503(B)(9) CLAIM FILING DEADLINE (0.3). |
| | | 4.60 | |
| Total Legal Assistant | | 4.60 | |
| TOTAL TIME | | <u>62.30</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Credit Card Agreements

Bill Date: 01/13/09
Bill Number: 1246911

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| DICKERSON CL | 12/01/08 | 1.00 | CONTINUED ATTENTION TO REVIEW OF OF PLEADINGS RE CHASE ADEQUATE PROTECTION STIP (.8); DISCUSSIONS RE SAME (.2). |
| DICKERSON CL | 12/03/08 | 1.20 | CONTINUED ATTENTION TO REVISIONS TO CHASE STIP (.7); DISCUSSIONS WITH CLIENT RE SAME (.5). |
| DICKERSON CL | 12/08/08 | 1.10 | CONTINUED ATTENTION TO ISSUES RE CHASE STIPULATION (.8); DISCUSSIONS WITH CLIENT RE SAME (.3). |
| DICKERSON CL | 12/09/08 | 2.90 | CONTINUED ATTENTION TO ISSUES RE CHASE STIPULATION (1.2); REVIEW PLEADINGS RE SAME (1.4); DISCUSSIONS WITH CLIENT RE SAME (.3). |
| DICKERSON CL | 12/15/08 | 1.40 | ATTENTION TO ISSUES RE AMERICAN EXPRESS AGREEMENT (1.2); DISCUSSIONS RE SAME (.2). |
| DICKERSON CL | 12/17/08 | 0.40 | CONTINUED ATTENTION TO ISSUES RE CHASE STIPULATION RAISED BY DIP LENDERS AND COMMITTEE (.3); DISCUSSIONS WITH CHASE COUNSEL RE SAME (.1). |
| DICKERSON CL | 12/18/08 | 0.50 | DISCUSSIONS WITH UCC RE CHASE STIP (.5). |
| | | 8.50 | |
| GALARDI CM | 12/09/08 | 0.40 | REVIEW AND COMMENT ON EMAILS RE: CHASE STIPULATIONS (.4). |
| | | 0.40 | |
| Total Partner | | 8.90 | |
| KUMAR JS | 12/01/08 | 2.40 | REVISING MOTION AND ORDER TO APPROVE CHASE SETTLEMENT. (1.7). DRAFTING MOTION AND ORDER TO EXPEDITE HEARING ON MOTION TO APPROVE CHASE SETTLEMENT (.7). |
| KUMAR JS | 12/02/08 | 1.40 | REVISING STIPULATION WITH CHASE BANK (1.4). |
| KUMAR JS | 12/03/08 | 0.20 | REVISING STIPULATION WITH CHASE BANK (.2). |
| KUMAR JS | 12/08/08 | 1.40 | REVISING STIPULATION WITH CHASE BANK (1.4). |
| KUMAR JS | 12/09/08 | 2.70 | REVISING STIPULATION WITH CHASE BANK (.1). REVISING MOTION TO APPROVE CHASE STIPULATION (1.3). REVISING ORDER TO APPROVE CHASE STIPULATION (1.1). |
| KUMAR JS | 12/10/08 | 0.90 | REVISING STIPULATION WITH CHASE BANK (.3). REVISING MOTION TO APPROVE CHASE STIPULATION (.6). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| KUMAR JS | 12/11/08 | 0.60 | FINAL REVISIONS OF CHASE STIPULATION (.4). SENDING CHASE STIPULATION TO LOCAL COUNSEL FOR SIGNATURE (.2). |
| KUMAR JS | 12/21/08 | 1.80 | SUMMARIZING CHASE 9019 MOTION AND STIPULATION FOR HEARING. |
| | | 11.40 | |
| Total Associate | | 11.40 | |
| TOTAL TIME | | <u>20.30</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Creditor Meetings / Statutory Committees

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|-----------------|----------|--------------|--|
| GALARDI GM | 12/03/08 | 0.60 | REVIEW AND COMMENT ON UCC PRESENTATION (.6). |
| GALARDI GM | 12/04/08 | 5.90 | CREDITORS COMMITTEE MEETING IN DC (5.9). |
| GALARDI GM | 12/09/08 | 1.70 | CALL WITH COMMITTEE COUNSEL RE: NUMEROUS ISSUES INCLUDING SALE UPDATE, DIP MATTERS AND PROFESSIONAL RETENTIONS (1.7). |
| GALARDI GM | 12/23/08 | 0.60 | COMMITTEE CALL RE: SALE PROCESS (.6). |
| | | 8.70 | |
| Total Partner | | 8.70 | |
| BAKER SK | 12/03/08 | 2.70 | REVIEW AND ANALYZE CREDITORS' COMMITTEE MOTION TO CLARIFY INFORMATION SHARING DUTIES WITH ALL CREDITORS (1.5) ; DRAFT CORRESPONDENCE REGARDING SUGGESTED CHANGES TO CREDITORS' COMMITTEE MOTION AND INCORPORATE CHANGES INTO MOTION AND ORDER (1.2). |
| BAKER SK | 12/16/08 | 0.40 | REVIEW PROPOSED REVISIONS TO CREDITOR AMENITIES MOTION FOR PROCEDURE FOR SHARING OF CONFIDENTIAL INFORMATION (.4). |
| | | 3.10 | |
| GRANT K | 12/15/08 | 0.50 | DRAFTED LETTER TO COMMITTEE COUNSEL REGARDING SALE PROCESS. (.5). |
| GRANT K | 12/29/08 | 0.50 | PREPARED FOR (.3) AND PARTICIPATED IN TELECONFERENCE WITH S. GOLDICH AND I. FREDERICKS. REGARDING COMMITTEE ISSUES (.5). |
| | | 1.00 | |
| Total Associate | | 4.10 | |
| TOTAL TIME | | <u>12.80</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Employee Matters (General)

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|---|
| DICKERSON CL | 12/04/08 | 0.60 | CONTINUED ATTENTION TO ANALYSIS OF ISSUES RE WARN PAYMENTS (.3); DISCUSSIONS RE SAME (.3). |
| | | 0.60 | |
| FURFARO JP | 12/01/08 | 1.20 | REVIEW OF RESEARCH RE: WARN PAYMENTS (.90); CONFS. R. SALINS RE: SAME (.30). |
| FURFARO JP | 12/02/08 | 1.20 | REVIEW OF CREDITORS COURT PAPERS (.20); REVIEW OF RESEARCH/CONF. R. SALINS (1.0). |
| FURFARO JP | 12/03/08 | 1.00 | REVIEW OF ISSUE/RESEARCH RE: COBRA MATTER (.80); CONF. R. SALINS (.10); FOLLOW UP EMAIL (.10). |
| FURFARO JP | 12/04/08 | 2.70 | REVIEW OF MEMO RE: BONUS PAY/COMPARISON TO PTO MEMO (.70); REVIEW OF SEVERANCE PAY MEMO/PRIOR NOTICE (.30); REVIEW OF RESEARCH/PLAN DOCUMENTS RE: BENEFITS ISSUES (MEDICAL) (1.7). |
| FURFARO JP | 12/05/08 | 2.90 | REVIEW OF PLAN DOCUMENTS RE: BENEFITS (1.3); REVIEW OF RESEARCH RE: COBRA ISSUES (1.0); CONF. G. KRUEGER, N. LEFF, R. SALINS RE: BENEFITS ISSUES (.60). |
| FURFARO JP | 12/11/08 | 1.90 | REVIEW OF QUESTIONS RE: WARN EXTENSIONS/RELATED BENEFITS ISSUES (1.1); REVIEW OF POSSIBLE NEW WARN NOTICE (.40); REVIEW OF NY REQUIREMENTS (.20); RELATED MEDICAL ISSUES FOR PART-TIME EMPLOYEES (.20). |
| FURFARO JP | 12/12/08 | 1.20 | REVIEW OF WARN ISSUES/UPDATES TO NOTICES (1.0); REVIEW OF QUESTION RE: CAL WARN (.20). |
| FURFARO JP | 12/16/08 | 0.60 | REVIEW OF QUESTION RE: PAID TIME OFF/FIRST DAY ORDER. |
| FURFARO JP | 12/18/08 | 1.90 | REVIEW OF WARN ISSUES (.90); REVIEW OF DATA FOR ANALYSIS (.60); CONF. R. SALINS RE: NOTICES (.40). |
| FURFARO JP | 12/19/08 | 3.30 | REVIEW OF DRAFT WARN NOTICES FOR CLOSING LOCATIONS/REVISIONS (1.1); REVIEW OF POTENTIAL NY CLOSING ISSUES (.90); REVIEW OF NOTICE EXCEPTION/RESEARCH (1.3). |
| FURFARO JP | 12/22/08 | 2.40 | REVIEW OF RESEARCH/ANALYSIS RE: POTENTIAL CLOSINGS (1.4); CONF. R. SALINS RE: WARN/COBRA (.30); REVIEW OF REVISED NOTICES (.70). |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

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| FURFARO JP | 12/29/08 | 4.40 | REVIEW OF NEW TERMINATION ISSUES/DATA FOR ANALYSIS OF POTENTIAL LAYOFFS (1.7); CONF. G. GALARDI, R. SALINS RE: CONTINGENCY EMPLOYMENT ISSUES (.40); REVIEW OF FTI ANALYSIS (.80); REVIEW OF MEDICAL BENEFITS PLAN RE: COBRA QUESTION (.90); ITEMS FOR DRAFTS OF EMPLOYEE NOTICES (.60). |
| FURFARO JP | 12/30/08 | 2.60 | ANALYSIS OF LAYOFFS (.70); CONF. W/G. GALARDI, R. HEDGEBETH, R. SALINS RE: EMPLOYEE ISSUES (.60); REVIEW OF WARN RESEARCH/ISSUES RE: POTENTIAL REDUCTIONS (1.3). |
| FURFARO JP | 12/31/08 | 2.90 | REVIEW OF DRAFT NOTICES/REQUIREMENTS/REVISIONS (1.6); REVIEW OF QUESTIONS RE DATA FOR ANALYSIS (.8); REVIEW OF INFORMATION IN BID PROCESS (.5). |
| | | 30.20 | |
| GALARDI GM | 12/01/08 | 1.30 | REVIEW AND COMMENT ON EMPLOYEE INCENTIVE PLAN (.9); REVIEW AND COMMENT ON WARN OBJECTION (.4). |
| GALARDI GM | 12/02/08 | 0.70 | REVIEW AND RESPOND TO EMAILS RE: WARN EMPLOYEE ISSUES (.3); REVIEW AND RESPOND TO EMAILS RE: RETENTION MATTERS (.4). |
| GALARDI GM | 12/03/08 | 0.40 | FOLLOW-UP RE: INCENTIVE PLAN CONVERSATIONS. |
| GALARDI GM | 12/04/08 | 0.90 | WORK ON WARN EMPLOYEE PRESENTATION WITH J. MARCUM (.6); WORK ON INCENTIVE PLAN ISSUES (.3). |
| GALARDI GM | 12/05/08 | 1.30 | PREPARE FOR HEARING ON WARN PAYMENT REQUEST (.7); ATTEND AND REPRESENT COMPANY AT HEARING ON WARN REQUEST (.6). |
| GALARDI GM | 12/07/08 | 0.10 | WORK ON RETENTION PLAN ISSUES WITH ROTHSCHILD (.1). |
| GALARDI GM | 12/08/08 | 1.30 | CALL WITH COMPANY RE: EMPLOYEE PLANS AND SCHEDULES (.6); CALL WITH EXECUTIVES RE: INCENTIVE PLAN (.7). |
| GALARDI GM | 12/10/08 | 0.90 | WORK ON EMPLOYEE INCENTIVE PLAN ISSUES WITH FTI AND COMPANY REPRESENTATIVES. |
| GALARDI GM | 12/16/08 | 0.40 | DEVELOP STRATEGY RE: CALIFORNIA WORKERS COMP REQUEST (.3); WORK ON ISSUES RE: EMPLOYEE INCENTIVE (.1). |
| GALARDI GM | 12/18/08 | 0.20 | REVIEW AND RESPOND TO EMAILS FROM D. LATTA RE: WARN ISSUES. |
| GALARDI GM | 12/19/08 | 0.60 | DEVELOP STRATEGY RE: EMPLOYEE WARN ISSUES (.6). |
| GALARDI GM | 12/29/08 | 0.60 | CALL RE: WARN ISSUES AND STRATEGY (.6). |
| GALARDI GM | 12/30/08 | 1.20 | WORK ON WARN ACT NOTICE ISSUES (1.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| | | 9.90 | |
| Total Partner | | 40.70 | |
| MAJOR K | 12/01/08 | 0.40 | PHONE CONFERENCE WITH R. SALINS REGARDING EMPLOYEE MATTERS (.2); REVIEW ISSUES REGARDING SHAREHOLDER AND DIRECTOR LIABILITY UNDER THE WARN ACT (.2). |
| MAJOR K | 12/02/08 | 0.50 | REVIEW RESEARCH AND ISSUES RELATED TO WARN ACT PAYMENTS AND LIABILITY. |
| MAJOR K | 12/03/08 | 0.30 | REVIEW E-MAILS REGARDING COBRA ISSUE FOR PART-TIME EMPLOYEES (.2); REVIEW MATERIALS REGARDING SAME (.1). |
| MAJOR K | 12/11/08 | 0.60 | DRAFT ANALYSIS REGARDING EFFECTS OF LAYOFFS AND CLOSURES IN CONTEXT OF CALIFORNIA WARN ACT. |
| MAJOR K | 12/12/08 | 0.60 | REVIEW E-MAILS FROM L. ANDERSON REGARDING CALIFORNIA WARN ACT ISSUES (.2); DRAFT RESPONSE TO SAME (.4). |
| MAJOR K | 12/18/08 | 0.30 | FOLLOW-UP REGARDING CALIFORNIA WARN NOTICES FOR DISTRIBUTION CENTERS (.2); CONFERENCE WITH R. SALINS REGARDING SAME (.1). |
| MAJOR K | 12/19/08 | 1.40 | REVIEW WARN NOTICES (.4); DRAFT COMMENTS REGARDING SAME (.3); FOLLOW-UP REGARDING PAY IN LIEU OF NOTICE ISSUES (.2); PHONE CONFERENCE WITH R. SALINS REGARDING SAME (.2); REVIEW DLSE OPINIONS AND GUIDANCE REGARDING SAME (.2). |
| MAJOR K | 12/23/08 | 0.70 | REVIEW TERMINATION NOTICE AND WARN DISCLOSURES (.2); CONFERENCE WITH R. SALINS REGARDING SAME (.1); FOLLOW-UP REGARDING ADDITIONAL EMPLOYEE TERMINATION ISSUES (.4). |
| MAJOR K | 12/29/08 | 1.00 | REVIEW GOVERNMENT WARN NOTICES (.2); PREPARE AND FINALIZE FOR MAILING (.2); PHONE CONFERENCES WITH R. SALINS REGARDING WARN AND OTHER EMPLOYEE ISSUES (.2); REVIEW E-MAILS FROM D. LATTA REGARDING ADDITIONAL TERMINATION ISSUES (.1); PHONE CONFERENCE WITH R. SALINS REGARDING SAME (.3). |
| MAJOR K | 12/30/08 | 1.00 | CONFERENCE WITH R. SALINS REGARDING ADDITIONAL CALIFORNIA WARN ISSUES (.2); REVIEW AND RESEARCH SAME (.4); REVIEW AND RESPOND TO E-MAILS REGARDING ADDITIONAL INFORMATION NEEDED FOR WARN ANALYSIS (.4). |
| MAJOR K | 12/31/08 | 0.70 | REVIEW AND RESPOND TO E-MAILS REGARDING WARN ISSUES (.1); REVIEW MATERIALS FOR FALTERING COMPANY EXCEPTION (.4); REVIEW ADDITIONAL WARN NOTICES (.1); DRAFT E-MAIL TO R. SALINS REGARDING SAME (.1). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| | | 7.50 | |
| Total Counsel | | 7.50 | |
| BAKER SK | 12/18/08 | 0.20 | REVIEW OBJECTION OF JEFFERY LEOPOLD TO DEBTOR'S MOTION TO REJECT HIS SEVERANCE AGREEMENT AND CLAIMS (.2). |
| BAKER SK | 12/23/08 | 0.20 | REVIEW MOTION TO REJECT EMPLOYMENT CONTRACT (.2). |
| | | 0.40 | |
| ESKENAZI MG* | 12/29/08 | 0.90 | CONFERENCE WITH R. SALINS REGARDING EMPLOYEE WARN ACT MATTERS; ATTENTION TO EMPLOYEE WARN ACT MATTERS. |
| ESKENAZI MG* | 12/30/08 | 7.60 | ATTENTION TO EMPLOYEE WARN ACT MATTERS. |
| ESKENAZI MG* | 12/31/08 | 4.30 | ATTENTION TO EMPLOYEE WARN ACT MATTERS. |
| | | 12.80 | |
| FREDERICKS IS | 12/19/08 | 0.60 | CONFERENCE CALL WITH CALIFORNIA RE: INCREASE IN WORKERS COMPENSATION LC. |
| | | 0.60 | |
| JACOBSON HONOROWSKI C* | 12/01/08 | 6.00 | RESEARCH WARN ACT ISSUES. |
| JACOBSON HONOROWSKI C* | 12/31/08 | 4.00 | WORK ON EMPLOYEE WARN MATTERS. |
| | | 10.00 | |
| KUMAR JS | 12/04/08 | 0.50 | CALL WITH R. SALINS RE: QUESTION FROM COMPANY ABOUT CHANGES TO MEDICAL PLAN (.3). LOOKING UP DOCUMENTS RE: MEDICAL PLAN QUESTION (.2). |
| KUMAR JS | 12/05/08 | 0.60 | CALL WITH R. SALINS, J. FURFARO, N. LEFF, S. DALE, AND G. KRUEGER RE: COMPANY'S COBRA OBLIGATIONS UPON CHANGING MEDICAL PLAN COVERAGE. |
| KUMAR JS | 12/15/08 | 0.30 | FOLLOW UP WITH R. SALINS AND S. DALE RE: COBRA COVERAGE REQUIRED IF MEDICAL PLAN COVERAGE IS CHANGED (.3). |
| | | 1.40 | |
| LIBOW BO* | 12/22/08 | 3.90 | RESEARCH RE: WARN. |
| LIBOW BO* | 12/29/08 | 0.60 | WORK ON EMPLOYEE WARN ACT MATTERS. |
| LIBOW BO* | 12/30/08 | 7.40 | WORK ON EMPLOYEE WARN ACT MATTERS. |
| LIBOW BO* | 12/31/08 | 4.10 | WORK ON EMPLOYEE WARN MATTERS. |
| | | 16.00 | |
| REED AL* | 12/03/08 | 0.10 | EMAIL RE: EMPLOYEE MOTION AND ORDER IN PREPARATION FOR 12/5 HEARING. |
| | | 0.10 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| SALINS RM | 12/01/08 | 1.00 | CORRESPONDENCE W/I. FREDERICKS RE: PERSONAL LIABILITY UNDER WARN ACT. REVIEWED C. JACOBSON RESEARCH RE: PERSONAL LIABILITY UNDER WARN ACT. |
| SALINS RM | 12/02/08 | 3.50 | ADDITIONAL REVIEW OF RESEARCH RE: INDIVIDUAL LIABILITY UNDER WARN ACT (1.0). REVIEWED RESEARCH RE: WHETHER WARN ACT PAYMENTS ARE WAGES UNDER STATE WAGE PAYMENT LAWS (1.5); MET W/C. JACOBSON TO DISCUSS RESEARCH. DRAFTED MEMO TO I. FREDERICKS SUMMARIZING RESEARCH (.5). REVIEWED CREDITORS' OBJECTION TO WARN ACT PAYMENT; CALL W/I. FREDERICKS TO DISCUSS (.5). |
| SALINS RM | 12/03/08 | 2.50 | REVIEWED COBRA REGULATIONS RE: AMENDING MEDICAL PLAN (1.6). E-MAIL CORRESPONDENCE W/J. KUMAR AND N. LEFF RE: AMENDING MEDICAL PLAN (.2). CALLS W/S. DALE TO DISCUSS (.2); REVIEWED S. DALE RESEARCH (.5). |
| SALINS RM | 12/04/08 | 6.80 | ADDITIONAL REVIEW OF COBRA REGS. RE: QUALIFYING EVENTS AND ANTICIPATORY CUTBACKS (1.5). CALLS W/N. LEFF AND S. PIERCE TO DISCUSS (.2). CALL W/J. FURFARO AND J. KUMAR RE: TERMINATION OF BENEFITS FOR PART-TIME EMPLOYEES. REVIEWED BLUE CROSS MEDICAL PLAN (.2). RESEARCH RE: WHETHER WARN ACT PERMITS TERMINATION OF BENEFITS DURING WARN NOTICE PERIOD (1.8). DRAFTED MEMO SUMMARIZING ISSUES RE: TERMINATION OF BENEFITS/COBRA RIGHTS FOR PART-TIME EMPLOYEES (2.4). REVIEWED PR BONUS MEMO (.1); CALL W/J. FURFARO TO DISCUSS. DRAFTED REVISIONS TO MEMO (.2). REVIEWED S. DALE RESEARCH RE: ANTICIPATORY CUTBACKS UNDER COBRA (.2); CALL W/S. DALE TO DISCUSS (.2). |
| SALINS RM | 12/05/08 | 0.50 | CALL W/J. FURFARO RE: ANTICIPATORY CUTBACKS (.1); CONF. CALL W/G. KRUEGER, J. FURFARO, N. LEFF AND S. DALE RE: TERMINATING MEDICAL PLANS FOR PART-TIME EMPLOYEES AND COBRA RIGHTS (.4). |
| SALINS RM | 12/11/08 | 4.00 | RESEARCH AND ANALYSIS OF WARN ACT MATTERS IN CONNECTION WITH CLOSURES OF AND TERMINATIONS AT DISTRIBUTION CENTERS AND RE: EXTENDING TERMINATION DATES AT STORES (2.0); CALL W/J. FURFARO TO DISCUSS (.30); CALL W./L. ANDERSON TO DISCUSS (.40); DRAFTED EMAILS TO L. ANDERSON RE: WARN MATTERS (1.3). |
| SALINS RM | 12/12/08 | 0.20 | REVIEWED CORRESPONDENCE RE: CALIFORNIA WARN ISSUES. |
| SALINS RM | 12/15/08 | 0.20 | CORRESPONDENCE W/J. KUMAR AND S. DALE RE: COBRA QUESTIONS. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| SALINS RM | 12/18/08 | 6.00 | REVIEWED CORRESPONDENCE RE: EMPLOYEE MATTERS (.50); CORRESPONDENCE W/L. ANDERSON RE: WARN MATTERS (.50); WARN ANALYSIS RE: FIREDOG TERMINATIONS AT ATLANTA AND DALLAS SERVICE CENTERS (1.5). DRAFTED EMPLOYEE WARN NOTICES AND GOVERNMENT WARN NOTICES AND PREPARED ENCLOSURES TO GOVERNMENT WARN NOTICES FOR INDUSTRY AND WALNUT DISTRIBUTION CENTERS (1.5). |
| SALINS RM | 12/19/08 | 2.00 | CALL W/ G. GALARDI RE EMPLOYEE MATTERS (.2); RESEARCH RE NY AND FEDERAL WARN REQUIREMENTS AND EXCEPTIONS (1.3); EMAIL CORRESPONDENCE W/ G. GALARDI AND J. FURFARO RE WARN REQUIREMENTS AND EXCEPTIONS (.5). |
| SALINS RM | 12/21/08 | 1.00 | DRAFTED REVISIONS TO WARN NOTICES FOR CA DISTRIBUTION CENTERS. |
| SALINS RM | 12/22/08 | 2.10 | CALL W/ J. FURFARO RE WARN AND EMPLOYEE MATTERS (.3); CALL W/ B. LIBOW TO DISCUSS ADDITIONAL WARN RESEARCH (.3); DRAFTED ADDITIONAL REVISIONS TO AND FINALIZED WARN NOTICES FOR DISTRIBUTION CENTERS, AS PER L. ANDERSON, CORRESPONDENCE W/ L. ANDERSON RE NOTICES (1.5). |
| SALINS RM | 12/23/08 | 4.50 | REVIEWED TERMINATION NOTICE FOR DISTRIBUTION CENTER MANAGERS, CALL W/ K. MAJOR TO DISCUSS (.5); RESEARCH RE FEDERAL AND STATE WARN EXCEPTIONS (1); REVIEWED B. LIBOW CASE LAW RESEARCH WHERE EXCEPTIONS APPLIED (2.5); DRAFTED EMAIL TO G. GALARDI RE EXCEPTIONS (.5). |
| SALINS RM | 12/29/08 | 8.80 | FINALIZED WARN NOTICES FOR DISTRIBUTION CENTERS (.50); CALL W/G. GALARDI, J. FURFARO AND D. CONWAY RE: WARN MATTERS (.50); MET W/M. ESKENAZI, B. LIBOW, K. ZYLICH AND H. ADRIAN RE: WARN MATTERS (.80). RESEARCH RE: STATE WARN LAW REQUIREMENTS; UPDATED CHART RE: STATE REQUIREMENTS (6.0); CALL W/D. LATTA RE: HOURLY EMPLOYEE TERMINATIONS; REVIEWED SPREADSHEET RE: HOURLY EMPLOYEE TERMINATIONS (1.0). |
| SALINS RM | 12/30/08 | 9.00 | ADDITIONAL STATE WARN LAW RESEARCH (2.0); WORKED ON WARN NOTICES (1.0); MEETINGS W/K. ZYLICH, M. ADRIAN, R. LIBOW AND M. ESKENAZI RE: WARN MATTERS (1.5). CALL W/G. GALARDI, J. FURFARO AND R. NEDGEBETH RE: WARN MATTERS (.50). WARN ANALYSIS RE: HOURLY EMPLOYEE TERMINATIONS; DRAFTED EMAIL TO D. LATTA RE: ANALYSIS (2.0); CALL W/D. LATTA RE: WARN AND EMPLOYEE MATTERS (.50); DRAFTED EMAIL TO D. LATTA RE: INFORMATION NEEDED FOR WARN ANALYSIS (.50); CALL W/I. FREDERICKS RE: SALE PROCEDURES; REVIEWED SALE PROCEDURES MOTION (1.0). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| SALINS RM | 12/31/08 | 6.20 | CALL W/ D. CONWAY RE SALE PROCESS, REVIEWED LETTER TO BIDDERS RE SALE PROCESS (.7); DRAFTED WARN EMPLOYEE AND GOVERNMENT WARN NOTICES FOR SUPPORT CENTER AND STORES (4); MET W/ B. LIBOW, C. JACOBSON, M. ESKENAZI AND M. ADRIAN RE WARN MATTERS (1); CALLS W/ D. LATTA AND L. ANDERSON RE EMPLOYEE DATA (.5). |
| | | 58.30 | |
| Total Associate/Law Clerk | | 99.60 | |
| ZYLICH AK | 12/18/08 | 2.40 | ANALYZE DATA RE: CIRCUIT CITY EMPLOYEE LIST FOR DIGITAL DEPOTS IN ATLANTA AND DALLAS. |
| ZYLICH AK | 12/29/08 | 10.10 | RESEARCH RE: EMPLOYEE WARN ACT MATTERS. |
| ZYLICH AK | 12/30/08 | 8.90 | RESEARCH RE: FEDERAL AND STATE WARN ACTS; COORDINATE/ ATTEND MEETING RE: CURRENT PROJECTS AND ASSISTANCE NEEDED ON FRIDAY, JANUARY 2, 2009 AND SATURDAY, JANUARY 3, 2009. |
| | | 21.30 | |
| Total Legal Assistant | | 21.30 | |
| TOTAL TIME | | <u>169.10</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
 Executory Contracts (Personalty)

Bill Date: 01/13/09
 Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|--|
| GALARDI GM | 12/01/08 | 0.20 | REVIEW AND RESPOND TO SHOPPING.COM EMAILS (.2). |
| GALARDI GM | 12/02/08 | 0.30 | REVIEW EMAILS/ISSUES RE: SHOPPING.COM AND IBM (.3). |
| GALARDI GM | 12/08/08 | 0.30 | REVIEW VRZ STIPULATION RE: SETOFF (.3). |
| GALARDI GM | 12/09/08 | 0.40 | CALLS AND EMAILS RE: IBM ISSUES (.4). |
| GALARDI GM | 12/16/08 | 0.50 | CALL WITH IBM COUNSEL (.3); FOLLOW-UP WITH COMPANY RE: AMENDMENT (.2). |
| GALARDI GM | 12/17/08 | 0.90 | REVIEW AND RESPOND TO EMAIL RE: FOX BROADCASTING (.6); CALLS AND EMAILS RE: IBM CONTRACT AMENDMENT (.3). |
| GALARDI GM | 12/18/08 | 0.30 | FOLLOW-UP RE: IBM STATUS (.1); CALLS WITH D. RAMSEY (.1); CALLS WITH IBM COUNSEL (.1). |
| GALARDI GM | 12/20/08 | 0.40 | EMAILS AND CALLS WITH J. MARCUM RE: IBM (.4). |
| GALARDI GM | 12/21/08 | 0.20 | REVIEW AND RESPOND TO EMAILS RE: IBM AND OTHER CONTRACT ISSUES (.2). |
| GALARDI GM | 12/26/08 | 0.30 | REVIEW AND FOLLOW-UP RE: IBM SETTLEMENT ISSUES (.3). |
| | | 3.80 | |
| Total Partner | | 3.80 | |
| FREDERICKS IS | 12/03/08 | 0.60 | CORRESPONDENCE TO AND FROM AND TELEPHONE CALL WITH COUNSEL TO SHOPPING.COM RE: STATUS OF MOTION AND OBJECTION THERETO AND ATTEMPTS TO RESOLVE THE MATTER (.6). |
| FREDERICKS IS | 12/04/08 | 3.60 | REVIEW AND REVISE MULTIPLE DRAFTS OF THE OBJECTION TO SHOPPING.COM MOTION, INCLUDING TELEPHONE CALLS WITH D. RAMSEY AND J. KUMAR RE: SAME (3.6). |
| FREDERTCKS IS | 12/12/08 | 1.70 | REVIEW, REVISE AND FINALIZE MOTION TO REJECT CONTRACTS AND A MOTION TO REJECT UNEXPIRED LEASES OF PERSONAL PROPERTY AND RELATED EXHIBITS FOR EACH (1.7). |
| FREDERICKS IS | 12/23/08 | 0.40 | MULTIPLE CORRESPONDENCE TO AND FROM COUNSEL TO SHOPPING.COM RE: REVISED PAYMENT TERMS AND OUTSTANDING PAYMENT ISSUES (.4). |
| FREDERICKS IS | 12/24/08 | 0.50 | MULTIPLE CORRESPONDENCE TO AND FROM J. COHEN (COUNSEL TO SHOPPING.COM) RE: PAYMENT ISSUE AND AGREEMENT REGARDING REVISED PAYMENT TERMS (.5). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| FREDERICKS IS | 12/28/08 | 0.60 | DRAFT CORRESPONDENCE TO COMMITTEE AND LENDERS RE: IBM SOFTWARE SETTLEMENT, BACKGROUND AND RELATED INFORMATION (.6). |
| FREDERICKS IS | 12/29/08 | 0.80 | REVIEW DRAFT MOTION TO APPROVE SETTLEMENT WITH IBM AND TELEPHONE CALL WITH J. KUMAR RE: SAME (.8). |
| FREDERICKS IS | 12/30/08 | 2.10 | FURTHER REVISE PROPOSED SETTLEMENT MOTION WITH IBM AND CORRESPONDENCE TO AND TELEPHONE CALLS WITH J. KUMAR (2.1). |
| | | 10.30 | |
| KUMAR JS | 12/02/08 | 5.70 | BEGAN DRAFTING OBJECTION TO SHOPPING.COM MOTION FOR ADEQUATE ASSURANCE OF PAYMENT (3.1). RESEARCHING LEGAL ISSUES RE: SHOPPING.COM MOTION - RIGHT OF CONTRACT COUNTERPARTY TO ADEQUATE ASSURANCE (2.6). |
| KUMAR JS | 12/03/08 | 6.60 | CONTINUE DRAFTING OBJECTION TO SHOPPING.COM MOTION (3.2). CONTINUE LEGAL RESEARCH RE: SHOPPING.COM MOTION - ADEQUATE ASSURANCE (3.4). |
| KUMAR JS | 12/04/08 | 4.30 | LEGAL RESEARCH RE: SHOPPING.COM MOTION/ADEQUATE ASSURANCE (.9). FINISH DRAFTING OBJECTION TO SHOPPING.COM MOTION (3.4). |
| KUMAR JS | 12/09/08 | 4.20 | REVISING MOTION TO REJECT EXECUTORY CONTRACTS AND LEASES (.9). DRAFTING EXHIBITS TO MOTION TO REJECT (1.3); LEGAL RESEARCH RE: SEVERABILITY OF EQUIPMENT LEASES FOR REJECTION (2.1). |
| KUMAR JS | 12/10/08 | 2.60 | LEGAL RESEARCH RE: SEVERABILITY OF EQUIPMENT LEASES FOR REJECTION (1.7); REVISING MOTION TO REJECT EXECUTORY CONTRACTS AND LEASES (.9). |
| KUMAR JS | 12/11/08 | 3.90 | REVISING MOTION TO REJECT EXECUTORY CONTRACTS AND LEASES TO APPLY ONLY TO EXECUTORY CONTRACTS (1.1). DRAFTING MOTION TO REJECT LEASES OF PERSONAL PROPERTY (1.3). DRAFTING ORDER TO REJECT LEASES OF PERSONAL PROPERTY (.9). REVISING EXHIBITS TO MOTIONS TO REJECT EXECUTORY CONTRACTS AND LEASES (.6). |
| KUMAR JS | 12/12/08 | 6.40 | REVISING MOTION TO REJECT EXECUTORY CONTRACTS (1.2). REVISING ORDER TO REJECT EXECUTORY CONTRACTS (.7). COMPLETING EXHIBIT TO MOTION TO REJECT EXECUTORY CONTRACTS (1.1). REVISING MOTION TO REJECT LEASES OF PERSONAL PROPERTY (.9). REVISING ORDER TO REJECT LEASES OF PERSONAL PROPERTY (.7). COMPLETING EXHIBITS TO MOTION TO REJECT LEASES OF PERSONAL PROPERTY (1.8). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| KUMAR JS | 12/14/08 | 1.90 | BEGIN DRAFTING STIPULATION WITH IBM RE: USE OF SOFTWARE LICENSES (1.9). |
| KUMAR JS | 12/15/08 | 2.80 | CONTINUE DRAFTING STIPULATION WITH IBM (1.2). BEGIN DRAFTING MOTION TO APPROVE STIPULATION WITH IBM (1.6). |
| KUMAR JS | 12/17/08 | 1.10 | REVIEWING IBM CONTRACT RE: SEVERABILITY OF WORK FLOWS (1.1). |
| KUMAR JS | 12/18/08 | 0.70 | COMPILING CHART OF AND REVIEWING OBJECTIONS TO FIRST OMNIBUS EXECTORY CONTRACT REJECTION MOTION. |
| KUMAR JS | 12/29/08 | 4.70 | REVIEWING IBM CONTRACT AND LEGAL RESBARCH RE: SEVERABILITY OF WORK FLOWS (3.1). REVISING IBM STIPULATION AND 9019 MOTION (1.6). |
| KUMAR JS | 12/30/08 | 1.20 | REVISING IBM 9019 MOTION AND STIPULATION. |
| KUMAR JS | 12/31/08 | 3.30 | REVISING IBM 9019 MOTION, STIPULATION AND ORDER. |
| | | 49.40 | |
| Total Associate | | 59.70 | |
| TOTAL TIME | | <u>63.50</u> | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Financing (DIP and Emergence)

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|--------------|----------|-------|---|
| DICKERSON CL | 12/01/08 | 1.40 | ATTENTION TO ANALYSIS /RESOLUTION OF DIP OBJECTIONS (1.1); DISCUSSIONS RE SAME (.3). |
| DICKERSON CL | 12/08/08 | 1.80 | PREPARE FOR/ATTEND CONFERENCE CALL WITH CLIENT AND OTHER PROFESSIONALS RE SECOND LIEN FINANCING (1.8). |
| DICKERSON CL | 12/09/08 | 0.60 | CONTINUED ATTENTION TO RESOLUTION OF OBJECTIONS TO FINAL DIP ORDER (.4); DISCUSSIONS RE SAME (.2). |
| DICKERSON CL | 12/11/08 | 2.30 | PREPARE FOR/ATTEND CONFERENCE CALL RE COMMITTEE CORRESPONDENCE RE FINAL DIP ORDER (1.8); CONTINUED ATTENTION TO DIP OBJECTIONS (.4); DISCUSSIONS RE SAME (.1). |
| DICKERSON CL | 12/12/08 | 5.50 | PREPARE FOR /ATTEND MEETING WITH BANKS AND UCC RE FINAL DIP HEARING. |
| DICKERSON CL | 12/13/08 | 2.50 | ATTENTION TO ISSUES RE AMENDMENT TO DIP (2.1); DISCUSSIONS RE SAME (.4). |
| DICKERSON CL | 12/15/08 | 2.20 | REVIEW/PROVIDE COMMENTS TO AMENDMENT TO DIP (1.8); DISCUSSIONS RE SAME (.4). |
| DICKERSON CL | 12/16/08 | 2.10 | CONTINUED ATTENTION TO SECOND AMENDMENT TO DIP CREDIT AGREEMENT (.4); DISCUSSIONS RE SAME (.2); CONFERENCE CALL WITH CLIENT AND PROFESSIONALS RE POTENTIAL SETTLEMENT (1.5). |
| DICKERSON CL | 12/17/08 | 0.90 | CONTINUED ATTENTION TO ISSUES RE RESOLUTION OF COMMITTEE OBJECTION TO DIP (.3); DISCUSSIONS RE SAME (.2); CONTINUED ATTENTION TO RESOLUTION OF OTHER NUMEROUS OBJECTIONS TO FINAL DIP ORDER (.3); DISCUSSIONS RE SAME (.1). |
| DICKERSON CL | 12/19/08 | 0.70 | REVIEW DRAFT FINAL DIP ORDER (.4); DISCUSSIONS RE SAME (.3). |
| DICKERSON CL | 12/30/08 | 1.10 | REVIEW/PROVIDE COMMENTS TO VARIOUS DRAFTS OF S-K RE ENTRY OF FINAL DIP ORDER (.7); MULTIPLE DISCUSSIONS RE SAME (.4). |
| | | 21.10 | |
| GALARDT GM | 12/05/08 | 0.60 | CALLS AND EMAILS RE: DIP DISCOVERY (.6). |
| GALARDT GM | 12/06/08 | 3.70 | EMAILS AND CALL WITH D. BERMAN RE: DIP ISSUES; NUMEROUS CALLS AND EMAILS WITH COMPANY, FTI, SAMSUNG AND HP RE: SECOND LIEN PROGRAM (3.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GALARDI GM | 12/07/08 | 2.40 | CONTINUE WORKING ON VENDOR LIEN FINANCING AND MODELING WITH FTI AND COMPANY (1.1); DEVELOP MOTION RE: VENDOR LIEN (.7); REVIEW AND RESPOND TO EMAILS FROM COMMITTEE (.2); WORK ON DISCOVERY ISSUES (.4). |
| GALARDI GM | 12/09/08 | 2.40 | CALLS AND EMAILS RE: DIP ISSUES AND STRATEGY (.8); REVIEW AND COMMENT ON DIP SENSITIVITY ANALYSIS AND ISSUES (.6); FOLLOW-UP RE: FTI FEE (.3); REVIEW AND RESPOND TO EMAILS AND CALLS RE: COMMITTEE DISCOVERY (.7). |
| GALARDI GM | 12/10/08 | 2.30 | CALLS AND EMAILS RE: COMMITTEE DIP OBJECTION AND DISCOVERY (1.3); REVIEW AND ANALYZE COMMITTEE LETTER TO BANKS (.6); CALL WITH BANKS RE: DISCOVERY STATUS AND POSSIBLE RESOLUTIONS (.4). |
| GALARDI GM | 12/11/08 | 2.30 | CALLS RE: DIP ADJUSTMENTS WITH FTI AND BANK COUNSEL (.8); DEVELOP ANALYSIS RE: VOTING REQUIREMENTS FOR DIP AMENDMENTS (.4); CONTINUE WORKING ON DISCOVERY MATTERS (1.1). |
| GALARDI GM | 12/12/08 | 9.40 | MEET WITH COMPANY IN PREPARATION FOR MEETING WITH COMMITTEE AND BANKS RE: FINAL DIP (.7); MEETINGS WITH BANKS AND COMMITTEE RE: DIP (4.8); MEETINGS WITH COMPANY RE: DIP PROPOSALS AND NEGOTIATIONS (2.8); CALLS AND EMAILS RE: DISCOVERY ISSUES AND STRATEGY (1.1). |
| GALARDI GM | 12/13/08 | 1.10 | CALLS RE: DIP DISCOVERY STRATEGY (1.1). |
| GALARDI GM | 12/14/08 | 0.40 | WORK ON ISSUES RE: DIP DISCOVERY. |
| GALARDI GM | 12/15/08 | 0.40 | FOLLOW-UP RE: DEPO PREP AND DISCOVERY (.2); CALL WITH D. BERMAN RE: COMMITTEE EMAIL AND AMENDMENT ISSUES (.2). |
| GALARDI GM | 12/16/08 | 5.70 | NUMEROUS CALLS WITH COMMITTEE AND BANK COUNSEL RE: FINAL DIP (2.6); EMAILS RE: FINAL DIP FINANCING REARING, COMMITTEE OBJECTIONS AND DISCOVERY PREPARATION (1.4); CALL WITH FTI RE: BUDGET ISSUES (.4); CALL WITH MANAGEMENT RE: COMMITTEE/BANK SETTLEMENT (1.3). |
| GALARDI GM | 12/17/08 | 2.30 | WORK ON COMMITTEE SETTLEMENT AND BANK AMENDMENT (1.7); CALL WITH BANKS RE: INVENTORY PURCHASES AND PERFORMANCE (.6). |
| GALARDI GM | 12/19/08 | 0.80 | ADDRESS DIP AND TRANSACTION TIMING ISSUES (.8). |
| GALARDI GM | 12/20/08 | 0.60 | CALL WITH COMMITTEE PROFESSIONALS RE: WIND DOWN BUDGET (.6). |
| GALARDI GM | 12/21/08 | 0.70 | BEGIN PREPARING FOR FINAL HEARING ON DIP (.7). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GALARDI GM | 12/22/08 | 1.90 | COMPLETE PREPARATION FOR HEARING FINAL DIP (1.1); ATTEND AND REPRESENT COMPANY AT HEARING ON DIP (.8). |
| GALARDI GM | 12/30/08 | 0.60 | CALLS RE: DIP ISSUES AND RESERVES (.6). |
| GALARDI GM | 12/31/08 | 0.70 | WORK ON WINDDOWN BUDGET MATTERS. |
| | | 38.30 | |
| MEEHAN EJ | 12/01/08 | 2.00 | ADDRESS CONFIDENTIALITY AGREEMENT DRAFT (0.8); FURTHER ANALYSIS OF ISSUES FOR DIP DISPUTE (1.2). |
| MEEHAN EJ | 12/03/08 | 0.30 | FOLLOWUP ANALYSIS OF DIP DISCOVERY PRODUCTION AND CONFIDENTIALITY ISSUES. |
| MEEHAN EJ | 12/04/08 | 0.20 | REVIEW DIP DISCOVERY STATUS AND CONFIDENTIALITY OF DOCUMENT PRODUCTION. |
| MEEHAN EJ | 12/05/08 | 0.20 | REVIEW STATUS AND UPDATES ON DIP DISCOVERY. |
| MEEHAN EJ | 12/06/08 | 0.50 | ADDRESS DIP DISCOVERY AND CONFIDENTIALITY ISSUES. |
| MEEHAN EJ | 12/09/08 | 2.10 | REVIEW LATEST DRAFT OF CONFIDENTIALITY STIPULATION AND DEVELOP RESPONSES TO COMMENTS FROM PARTIES (0.8); UPDATES ON DEVELOPMENTS AND PLANNING FOR DIP DISCOVERY (1.3). |
| MEEHAN EJ | 12/10/08 | 3.70 | PREPARE FOR DEPOSITIONS (2.3); ADDRESS COMMITTEE DIP DISCOVERY REQUESTS (1.4). |
| MEEHAN EJ | 12/11/08 | 8.00 | WITNESS PREPARATION (1.8); TELEPHONE CONFERENCES WITH COMMITTEE COUNSEL ON DIP DISCOVERY ISSUES (0.7); FURTHER ANALYSIS OF POTENTIAL OBJECTIONS AND RESPONSES (3.3); DEVELOP APPROACH TO DEPOSITIONS AND DIP DOCUMENT DISCOVERY (2.2). |
| MEEHAN EJ | 12/12/08 | 4.80 | FURTHER ANALYSIS OF DIP DISCOVERY ISSUES AND DEPOSITION PREPARATION. |
| MEEHAN EJ | 12/13/08 | 0.90 | REVIEW DEVELOPMENTS AND MATERIALS ON ISSUES IN DIP DISPUTE. |
| MEEHAN EJ | 12/14/08 | 0.60 | UPDATES AND STRATEGY PLANNING FOR DIP DISCOVERY. |
| MEEHAN EJ | 12/15/08 | 11.20 | PREPARE WITNESSES FOR TESTIMONY AND DEVELOP APPROACH TO HEARING. |
| MEEHAN EJ | 12/16/08 | 8.10 | PREPARE FOR DEPOSITIONS (4.0); DEVELOP RESPONSES TO DIP DISCOVERY REQUESTS (1.3); PREPARE FOR DIP HEARING (2.8). |
| | | 42.60 | |
| Total Partner | | 102.00 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| BAKER SK | 12/01/08 | 0.70 | REVIEW DRAFT OF IRREVOCABLE STAND BY LETTER OF CREDIT SUBMITTED BY ALABAMA POWER (.4) ; REVIEW JOINDER OF BASILE LLC TO INLAND SOUTHWEST 'S DIP OBJECTION (.1) ; REVIEW JOINDER OF 502-12 86TH STREET TO POLARIS LTD'S OBJECTION TO DIP FINANCING (.1) ; REVIEW JOINDER OF WOODLAWN TRUSTEES TO INLAND SOUTHWEST'S DIP FINANCING OBJECTION (.1). |
| | | 0.70 | |
| FREDERICKS IS | 12/19/08 | 1.70 | REVIEW AND REVISE REPLY TO NAVARR'S OBJECTION TO THE DIP AND OBJECTION TO NAVARR'S MOTION FOR ADEQUATE PROTECTION AND TELEPHONE CALL WITH K GRANT RE: SAME (.9); REVIEW REVISED BUDGET TO ACTUAL AND PROVIDE COMMENTS TO K. CHEW RE: SAME; TELEPHONE CALL WITH K. CHEW RE: SAME (.8). |
| FREDERICKS IS | 12/20/08 | 2.40 | PARTICIPATE IN CONFERENCE CALL WITH COUNSEL TO THE COMMITTEE, G. GALARDI, C. DICKERSON AND FTI RE: WIND-DOWN BUDGET (1.5); PARTICPATE IN FOLLOW-UP CONFERENCE CALL WITH ALL BUT FTI RE: (.5) SALE TAX ORDER AND ROTHSCHILD AND DJM RETENTION ISSUES (.2); AND FOLLOW-UP CONFERENCE CALL WITH C. DICKERSON RE: SAME (.2). |
| FREDERICKS IS | 12/23/08 | 1.10 | MULTIPLE CORRESPONDENCE TO AND FROM COUNSEL TO THE MONITOR RE: DIP ORDER (.5); MULTIPLE TELEPHONE CALLS WITH K. GRANT RE: NAVARR AND MONITOR ISSUES WITH LANGUAGE IN THE DIP (.6). |
| | | 5.20 | |
| GRANT K | 12/08/08 | 1.40 | BEGAN REVIEW OF DIP OBJECTIONS AND ANALYSIS REGARDING SAME. (1.4). |
| GRANT K | 12/09/08 | 1.60 | CONTINUED REVIEW AND ANALYSIS OF DIP OBJECTIONS. (1.6). |
| GRANT K | 12/10/08 | 1.40 | CONTINUED WORK ON REVIEW AND RESPONSES TO DIP OBJECTIONS. (1.4). |
| GRANT K | 12/11/08 | 2.40 | WORKING GROUP CALL REGARDING DIP OBJECTIONS WITH CLIENT AND PROFESSIONALS (1.3); CONTINUED WORK ON REVIEW OF AND RESPONSE TO DIP OBJECTIONS (1.2). |
| GRANT K | 12/12/08 | 2.60 | WORKING GROUP CALL REGARDING DIP FINANCING WITH CIRCUIT CITY AND PROFESSIONALS (1.1); REVIEWED CREDIT AGREEMENTS REGARDING NOTICE REQUIREMENTS (1.2); TELECONFERENCES AND EMAILS WITH M. KILKENNY REGARDING SAME. (.3). |
| GRANT K | 12/14/08 | 1.10 | EMAILS REGARDING DIP OBJECTIONS AND WORKED ON DOCUMENT REQUEST FROM CREDITORS' COMMITTEE. (1.1). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GRANT K | 12/15/08 | 2.70 | CONTINUED WORK ON RESPONSES TO DIP OBJECTIONS AND TELECONFERENCES WITH COUNSEL REGARDING SAME (2.3); TELECONFERENCES AND EMAILS WITH M. KILKENNY REGARDING SAME. (.4). |
| GRANT K | 12/16/08 | 6.40 | TELECONFERENCE WITH D. BERMAN, M. CRIDER AND M. KILKENNY REGARDING DIP OBJECTIONS (.6); REVIEWED DRAFT FINAL ORDER REGARDING SAME. (1.4); CONTINUED WORK ON RESOLUTIONS OF DIP OBJECTIONS AND TELECONFERENCES AND EMAILS WITH PARTIES REGARDING SAME. (1.9); TELECONFERENCE WITH COMPANY AND PROFESSIONALS REGARDING RESOLUTION OF DIP ISSUES WITH COMMITTEE (1.7); REVIEWED PROPOSED AMENDMENT TO DIP AGREEMENT. (.8). |
| GRANT K | 12/17/08 | 4.50 | CONTINUED REVIEW OF 2ND AMENDMENT TO DIP CREDIT AGREEMENT (1.1); REVIEWED AND MARKED UP DRAFT FINAL ORDER AND EMAILS WITH LENDERS' COUNSEL REGARDING SAME. (2.2); WORKED ON STIPULATION RESOLVING NAVARRE OBJECTION. (1.2). |
| GRANT K | 12/18/08 | 4.30 | CONTINUED WORK TO RESOLVE/RESPOND TO DIP OBJECTIONS (3.1); CONTINUED REVIEW OF AMENDMENT DOCUMENTS REGARDING SAME. (1.2). |
| GRANT K | 12/19/08 | 6.40 | CONTINUED WORK TO RESPOND TO AND RESOLVE DIP OBJECTIONS AND BEGAN HEARING PREPARATION REGARDING SAME (2.6); DRAFTED AND REVISED OBJECTION TO NAVARRE MOTION AND OBJECTIONS (3.8). |
| GRANT K | 12/20/08 | 4.10 | CONTINUED WORK ON RESOLVING OBJECTIONS TO FINAL DIP ORDER (1.9). REVIEWED DRAFT OF FINAL ORDER (1.1) AND SECOND AMENDMENT (.6) AND COMMENTS OF CREDITORS' COMMITTEE REGARDING SAME (.5). |
| GRANT K | 12/21/08 | 7.50 | TRAVELED TO RICHMOND FOR OMNIBUS HEARING. |
| GRANT K | 12/22/08 | 8.70 | PREPARED FOR (2.8) AND ATTENDED (5.9) OMNIBUS HEARING. |
| GRANT K | 12/23/08 | 5.90 | WORKED ON FINALIZING AND SUBMITTING FINAL DIP ORDER (3.2) AND EMAILS AND TELECONFERENCES WITH COUNSEL FOR CANADIAN MONITOR (1.3) AND NAVARRE (.7) REGARDING SAME. ALSO WORKED ON FINALIZING SECOND AMENDMENT TO DIP CREDIT AGREEMENT (.7). |
| GRANT K | 12/30/08 | 1.60 | REVIEWED CREDIT AGREEMENT REGARDING PREPAYMENT AND EMAIL WITH B. CASHMAN REGARDING SAME (.4); REVIEWED DRAFT 8-K REGARDING ENTRY OF FINAL DIP ORDER (.9); AND EMAILS REGARDING SAME. (.3). |

62.60

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| KUMAR JS | 12/07/08 | 2.30 | BEGAN DRAFTING MOTION TO APPROVE TRADE CREDIT PROGRAM AND GRANTING OF TRADE LIENS TO VENDORS (2.3). |
| KUMAR JS | 12/08/08 | 4.50 | CONTINUE DRAFTING MOTION TO APPROVE TRADE CREDIT PROGRAM AND GRANTING OF TRADE LIENS (3.9). CALL WITH G. GALARDI, C. DICKERSON, B. BESANKO, AND OTHERS RE: TRADE CREDIT PROGRAM (.6). |
| KUMAR JS | 12/09/08 | 3.20 | REVISING TRADE CREDIT/LIEN MOTION (2.1). DRAFTING TRADE CREDIT/LIEN ORDER (1.1). |
| | | 10.00 | |
| LIBERI JM | 12/01/08 | 2.40 | CONFERENCE CALL WITH COMMITTEE COUNSEL AND DIP LENDER COUNSEL RE: COMMITTEE DISCOVERY (0.7); REVIEW COMMUNICATIONS RE: SAME (0.4); REVIEW DRAFT DISCOVERY RESPONSES AND FORM OF CONFIDENTIALITY AGREEMENT (1.3). |
| LIBERI JM | 12/02/08 | 1.90 | REVISE DRAFT CONFIDENTIALITY AGREEMENT (0.7); PREPARE FOR DOCUMENT COLLECTION AND PRODUCTION ISSUES (1.2). |
| LIBERI JM | 12/04/08 | 1.90 | REVIEW COMMUNICATIONS RE: COMMITTEE DISCOVERY ISSUES (0.5); REVISE CONFIDENTIALITY AGREEMENT RE: COMMITTEE DISCOVERY (1.4). |
| LIBERI JM | 12/06/08 | 1.50 | CONFERENCE CALLS WITH DIP LENDER COUNSEL AND COMMITTEE COUNSEL RE: DIP FINANCING LITIGATION DISCOVERY (1.1); REVISE AND CIRCULATE DRAFT DISCOVERY AGREEMENT (0.4). |
| LIBERI JM | 12/10/08 | 1.90 | COORDINATE COLLECTION AND PROCESSING OF DOCUMENTS RE: DIP FINANCING DISCOVERY (1.3); COMMUNICATE WITH DOCUMENT CUSTODIANS RE: SAME (0.4); COMMUNICATE WITH COMMITTEE COUNSEL RE: DISCOVERY AND CONFIDENTIALITY MATTERS (0.2). |
| LIBERI JM | 12/11/08 | 1.10 | COORDINATE COLLECTION AND REVIEW OF DOCUMENTS FOR PRODUCTION RE: DIP FINANCING LITIGATION (0.8); REVISE CONFIDENTIALITY AGREEMENT RE: COMMENTS FROM BANK AGENT COUNSEL (0.2); CIRCULATE EXECUTION COPY OF CONFIDENTIALITY AGREEMENT (0.1). |
| LIBERI JM | 12/12/08 | 9.40 | REVIEW DOCUMENTS FOR PRODUCTION RE: DIP FINANCING DISCOVERY (8.8); DRAFT KEY PARTIES LIST RE: SAME (0.6). |
| LIBERI JM | 12/13/08 | 6.80 | REVIEW DOCUMENTS FOR PRODUCTION RE: DIP FINANCING LITIGATION (6.2); COORDINATE PRODUCTION OF SAME (0.6). |
| LIBERI JM | 12/14/08 | 2.70 | LOCATE AND SUMMARIZE DOCUMENTS OF INTEREST IN PREPARATION FOR DIP FINANCING LITIGATION DEPOSITIONS (2.7). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| LIBERI JM | 12/15/08 | 7.70 | REVIEW DOCUMENTS FOR PRODUCTION RE: DIP FINANCING LITIGATION (6.9); COORDINATE COLLECTION AND PRODUCTION OF DOCUMENTS (0.8). |
| LIBERI JM | 12/16/08 | 6.90 | REVIEW DOCUMENTS FOR PRODUCTION RE: DIP FINANCING LITIGATION (6.6); COORDINATE PRODUCTION OF DOCUMENTS (0.3). |
| LIBERI JM | 12/17/08 | 1.10 | REVIEW GREYSTONE COMPLAINT AND CONTRACT (1.1). |
| LIBERI JM | 12/18/08 | 0.80 | REVIEW CASELAW RE: CONSTRUCTIVE TRUST ISSUES (0.8). |
| LIBERI JM | 12/19/08 | 0.30 | COMMUNICATE WITH D. FOLEY RE: GREYSTONE ADVERSARY COMPLAINT MATTERS (0.3). |
| LIBERI JM | 12/22/08 | 1.40 | REVIEW CONSUMER ELECTRONIC PROGRAM AGREEMENT RECEIVED FROM THE COMPANY RE: GREYSTONE ADVERSARY COMPLAINT (0.9); CONSIDER POTENTIAL RESPONSES TO GREYSTONE COMPLAINT BASED ON SAME (0.5). |
| LIBERI JM | 12/23/08 | 1.20 | REVIEW GREYSTONE ADVERSARY MATTERS (0.7); CONFERENCE CALL WITH D. RAMSEY RE: GREYSTONE MATTERS (0.5). |
| | | 49.00 | |
| MURPHY M | 12/08/08 | 8.60 | REVIEW OBJECTIONS TO DIP FINANCING MOTION (8.6). |
| MURPHY M | 12/09/08 | 3.90 | RESEARCH DIP RESPONSE PRECEDENT (3.9). |
| MURPHY M | 12/10/08 | 0.80 | REVIEW DIP OBJECTIONS AND RESEARCH POTENTIAL RESPONSES (0.8). |
| MURPHY M | 12/11/08 | 8.50 | RESEARCH POTENTIAL RESOLUTIONS TO DIP OBJECTIONS, AND CONTACT OBJECTORS (8.5). |
| MURPHY M | 12/12/08 | 7.90 | CONTACT DIP OBJECTORS AND ATTEMPT TO RESOLVE OBJECTIONS (7.9). |
| MURPHY M | 12/14/08 | 1.60 | UPDATE CHART OF DIP OBJECTIONS AND RELATED BINDER (1.6). |
| MURPHY M | 12/15/08 | 5.10 | CONTACT OBJECTORS, ATTEMPT TO RESOLVE OBJECTIONS AND DRAFT FOLLOW-UP EMAILS (3.1); REVIEW TRANSCRIPTS AND CIRCULATE EXCERPTS TO OBJECTORS (2.0). |
| MURPHY M | 12/16/08 | 5.80 | CALL WITH DIP LENDER RE: RESOLUTION OF OBJECTIONS (0.3); CONTACT OBJECTORS AND ATTEMPT TO RESOLVE OBJECTIONS (3.6); DRAFT STIPULATION TO RESOLVE OBJECTION (1.9). |
| MURPHY M | 12/17/08 | 3.50 | DRAFT STIPULATION TO RESOLVE DIP OBJECTION (2.1); PREPARE HEARING MATERIALS (0.9); RESPOND TO OBJECTORS AND WORK TO RESOLVE OBJECTIONS (0.5). |
| MURPHY M | 12/18/08 | 7.30 | RESOLVE DIP OBJECTIONS (7.3). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| MURPHY M | 12/19/08 | 5.90 | DISCUSS DIP OBJECTION ISSUES WITH TEXAS TAKING AUTHORITIES, CONFIRM RESOLUTIONS OF OTHER DIP OBJECTIONS, RESEARCH DIP PRIMING ISSUES, AND OTHER TASKS RELATED TO RESOLUTION OF DIP OBJECTION (5.9). |
| MURPHY M | 12/20/08 | 1.00 | REVIEW RECENT CHANGES TO DIP ORDER AND COMMUNICATE ALTERATIONS TO OBJECTORS (1.0). |
| MURPHY M | 12/21/08 | 2.00 | REVIEW REVISED ORDER AND COMMUNICATE CHANGES TO OBJECTORS (2.0). |
| MURPHY M | 12/22/08 | 6.00 | LISTEN TO JUDICIAL DECISION AND NOTE CHANGES TO BE MADE TO CONFORM RELATED DOCUMENTS (2.0); UPDATE ORDER AND STIPULATIONS TO CONFORM TO COURT'S INSTRUCTIONS, SEND TO LENDER'S AND OPPOSING COUNSEL FOR REVIEW AND DISCUSS OPPOSING COUNSEL'S MODIFICATIONS WITH WORKING GROUP (4.0). |
| MURPHY M | 12/23/08 | 2.60 | INCORPORATE CHANGES AND COMMENTS FROM VARIOUS PARTIES INTO FINAL DIP ORDER. (1.8) MEETING WITH WORKING GROUP. (.8). |
| | | 70.50 | |
| RUNNELLS ST* | 12/08/08 | 2.30 | READ DRAFT DOCUMENTS RE: CONFIDENTIALITY AGREEMENT AND DISCOVERY PROCEDURES (.3); ATTEND CONFERENCE CALL WITH DEBTOR AND DIP LENDER COUNSEL RE: DISCOVERY PLAN AND PREPARATION FOR COMMITTEE CONFERENCE CALL (1.0); ATTEND CONFERENCE CALL WITH COMMITTEE COUNSEL TO FINALIZE DOCUMENT PRODUCTION AND SCHEDULE DEPOSITIONS (.7); WRITE MEMO AND EMAIL TO G. GALARDI SUMMARIZING CONFERENCE CALLS (.3). |
| RUNNELLS ST* | 12/16/08 | 1.10 | REVIEW DOCUMENTS FOR PRODUCTION FROM SKADDEN EMAILS BETWEEN NOVEMBER 10 AND DECEMBER 11. |
| RUNNELLS ST* | 12/18/08 | 4.20 | MEET WITH J. LIBERI; DRAFT MOTION TO DISMISS IN RESPONSE TO CONSTRUCTIVE TRUST COMPLAINT. |
| RUNNELLS ST* | 12/21/08 | 2.60 | REVIEW CONSUMER ELECTRONICS PROGRAM AGREEMENT AND SUMMARIZE RELEVANT TERMS AS THEY RELATE TO GREYSTON ADVERSARIAL COMPLAINT FOR CONSTRUCTIVE TRUST. |
| RUNNELLS ST* | 12/22/08 | 0.60 | REVIEW CONSUMER ELECTRONICS SERVICE AGREEMENT FOR DEFINITION OF "CLAIM" AS IT APPLIES TO THIRD PARTY SERVICERS; DISCUSS SAME WITH J. LIBERI. |
| | | 10.80 | |
| Total Associate/Law Clerk | | 208.80 | |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| CHU J.T | 12/12/08 | 7.25 | TELEPHONE CONFERENCE W/ J. LIBERI ET AL. RE: MATTER INTRODUCTION AND DOCUMENT REVIEW (0.25 HR); REVIEW AND ANALYZE DOCUMENTS (7.0 HR). |
| | | 7.25 | |
| ROSS SE | 12/12/08 | 7.00 | CONDUCT DOCUMENT REVIEW. |
| | | 7.00 | |
| Total Staff Attorney/Staff Law Clerk | | 14.25 | |
| INGRAM CH | 12/09/08 | 1.00 | ASSIST CASE TEAM WITH ELECTRONIC DIP DISCOVERY PROJECT RE: COMMUNICATIONS W/CASE TEAM AND IT (.4); COORDINATING SKADDEN INTERNAL EMAIL COLLECTION (.6). |
| INGRAM CH | 12/10/08 | 2.00 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: COMMENCE EMAIL RESTORATION PROCESS; CONFS W/CASE TEAM; COMMENCE VENDOR COORDINATION RE DATA PROCESSING. |
| INGRAM CH | 12/11/08 | 3.70 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: MANAGE SKADDEN EMAIL HARVESTING; VENDOR COORDINATION RE ELECTRONIC DISCOVERY PROCESSING AND NEW E DISCOVERY REVIEW DATABASE CREATION AND POPULATION. |
| INGRAM CH | 12/12/08 | 4.70 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: WORK ON ELECTRONIC PRODUCTION OF FILES. |
| INGRAM CH | 12/13/08 | 3.70 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: WORK ON ELECTRONIC PRODUCTION. |
| INGRAM CH | 12/15/08 | 2.10 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: CONTINUATION OF EMAIL HARVEST AND PROCESSING; COORDINATE W/VENDOR, STAFF AND CASE TEAM. |
| INGRAM CH | 12/16/08 | 4.10 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: WORK ON CONTINUED PRODUCTION, PRIVILEGE CHANGES; COORDINATE W/VENDOR, CASE TEAM, STAFF AND OPPOSING COUNSEL. |
| INGRAM CH | 12/17/08 | 1.20 | ASSIST CASE TEAM WITH ELECTRONIC DISCOVERY PROJECT RE: PRODUCTION DATABASE CREATION; MANAGE CASE EMAILS AND WORKING FILES. |
| | | 22.50 | |
| Total Client Specialist | | 22.50 | |
| DEMMA J | 12/09/08 | 0.60 | PREPARE DIP OBJECTION REPLY PRECEDENT FOR ATTORNEY REVIEW (.6). |
| DEMMA J | 12/11/08 | 1.10 | PREPARE LANDLORD CONTACT LIST REGARDING DIP OBJECTIONS (1.1). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| | | 1.70 | |
| HEANEY CM | 12/17/08 | 0.40 | REVIEW ADVERSARY CASE FOR UPDATES (.2); OBTAIN AND DISTRIBUTE PLEADINGS ON THIRD PARTIES (.2). |
| | | 0.40 | |
| Total Legal Assistant | | 2.10 | |
| TOTAL TIME | | <u>249.65</u> | |

* Law clerks are law school graduates who are not presently admitted to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIP)
Insurance

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|---------------------------|----------|-------|---|
| REYNOLDS T | 11/03/08 | 3.70 | REVIEW POLICY PLACEMENT ISSUES (3.0); TEL CALLS RE SAME (.7). |
| REYNOLDS T | 11/04/08 | 2.30 | EMAILS RE C COVERAGE (1.2); CALL RE SAME (1.1). |
| REYNOLDS T | 11/05/08 | 3.10 | CALLS RE D&O UPDATE (2.5); REVIEW EMAILS RE SAME (.6). |
| REYNOLDS T | 11/07/08 | 3.40 | CONFERENCE CALL WITH BOARD RE D&O (2.8); PREP EMAILS AND CALLS BEFOREHAND (.6). |
| REYNOLDS T | 11/24/08 | 2.10 | EMAILS RE FIDUCIARY AND CRIME (1.6); REVIEW FIDUCIARY POLICY (.5). |
| | | 14.60 | |
| Total Partner | | 14.60 | |
| FREDERICKS IS | 12/02/08 | 0.50 | MULTIPLE CORRESPONDENCE TO AND FROM L. BALDAGA AND T. BEHNKE RE: MNIL ISSUES AND RELATED INTERCOMPANY INSURANCE TRANSACTIONS (.5). |
| | | 0.50 | |
| REED AL* | 12/01/08 | 4.80 | REVIEW AND ANALYZE INSURANCE AGREEMENTS (1.6); DRAFT INSURANCE MOTION (2.3); DRAFT ACCOMPANYING ORDER(.9). |
| REED AL* | 12/16/08 | 3.60 | CONFERENCE RE: ASSURANT AGREEMENT AND DEVELOPMENTS REGARDING SAME (.1); READ AND ANALYZE AGREEMENT WITH ASSURANT (.9); RESEARCH RE: TERMINATION OF EXECUTORY CONTRACTS (.7); RESEARCH RE: PERSONAL SERVICE CONTRACTS (.5); DRAFT LETTER RESPONDING TO ASSURANT'S ATTEMPT TO TERMINATE AGREEMENT (1.4). |
| REED AL* | 12/17/08 | 1.90 | CONFERENCE RE: ASSURANT'S PURPORTED ATTEMPT TO DENY NEW AUTHORIZATIONS AND DISCUSSION OF APPROPRIATE RESPONSE (.2); RESEARCH RE: AUTOMATIC STAY (.7); REVISE DRAFT RESPONSE TO ASSURANT (1.0). |
| | | 10.30 | |
| Total Associate/Law Clerk | | 10.80 | |
| TOTAL TIME | | 25.40 | |

* Law clerks are law school graduates who are not presently admitted
to practice.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

Circuit City Stores, Inc. (DIF)
Leases (Real Property)

Bill Date: 01/13/09
Bill Number: 1246913

| NAME | DATE | HOURS | DESCRIPTION |
|---------------|----------|-------|---|
| GALARDI GM | 12/02/08 | 0.40 | REVIEW AND RESPOND TO EMAILS RE: LANDLORD ISSUES FOR 12/5 HEARING. |
| GALARDI GM | 12/04/08 | 1.30 | DEVELOP STRATEGY RE: LANDLORD OBJECTIONS TO NUMEROUS MOTIONS (1.3). |
| GALARDI GM | 12/05/08 | 5.90 | PREPARE FOR HEARING ON NUMEROUS REAL ESTATE MATTERS (1.4); MEETINGS WITH LANDLORDS RE: NUMEROUS REAL ESTATE MATTERS (3.6); REPRESENT COMPANY AT HEARING ON NUMEROUS REAL ESTATE MATTERS (.9). |
| GALARDI GM | 12/06/08 | 0.60 | EMAILS RE: MODIFICATIONS TO 365(D) (4) ORDER. |
| GALARDI GM | 12/07/08 | 0.50 | REVIEW BLACKLINE ORDERS OF 365(D) (4) AND OTHER ORDERS. |
| GALARDI GM | 12/08/08 | 1.10 | WORK ON LEASE REJECTION STRATEGY (.3); CALLS AND EMAILS RE: 365(D) (3) AND OTHER LANDLORD ISSUES (.8). |
| GALARDI GM | 12/09/08 | 1.60 | FINALIZE LEASE SALE PROCEDURES (.7); CALLS AND EMAILS RE: NUMEROUS MOTIONS TO COMPEL AND RENT ISSUES (.9). |
| GALARDI GM | 12/10/08 | 0.90 | REVIEW AND RESPOND TO NUMEROUS EMAILS RE: LEASE PAYMENT MATTERS (.9). |
| GALARDI GM | 12/16/08 | 1.10 | FOLLOW-UP RE: LEASE AUCTION (.3); WORK ON ISSUES AND RESPONSES TO MOTIONS TO COMPEL (.8). |
| GALARDI GM | 12/17/08 | 0.70 | REVIEW AND RESPOND TO EMAILS RE: LEASE AUCTION (.3); REVIEW AND RESPOND TO EMAILS RE: MOTIONS TO COMPEL (.4). |
| GALARDI GM | 12/18/08 | 0.90 | WORK ON NUMEROUS LANDLORD ISSUES RE: MOTIONS TO COMPEL AND 12/22 HEARING (.9). |
| GALARDI GM | 12/21/08 | 0.60 | BEGIN PREPARING FOR HEARING ON MOTIONS TO COMPEL (.6). |
| GALARDI GM | 12/22/08 | 3.90 | COMPLETE PREPARATION FOR 1 PM HEARING MATTERS ON LEASES AND MOTIONS TO COMPEL (1.8); ATTEND AND REPRESENT COMPANY AT HEARING ON NUMEROUS LEASE MATTERS (2.1). |
| | | 19.50 | |
| Total Partner | | 19.50 | |
| BAKER SK | 12/01/08 | 0.20 | REVIEW GENERATION ONE'S AMENDED OBJECTION TO LEASE REJECTION MOTION (.2). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| BAKER SK | 12/03/08 | 0.70 | REVIEW CARDINAL CAPITAL'S OBJECTION TO BIDDING PROCEDURES (.3) ; REVIEW MOTION TO COMPEL PAYMENT OF ADMINISTRATIVE RENT (.4) . |
| BAKER SK | 12/10/08 | 0.60 | REVIEW HAMILTON CHASE SANTA MARRA'S OBJECTIONS TO DEBTORS CURE AMOUNTS (.4) ; REVIEW TUTWILER PROPERTIES OBJECTION TO DEBTORS' CURE AMOUNTS (.2) . |
| BAKER SK | 12/17/08 | 4.60 | REVIEW OBJECTION OF WEST CAMPUS SQUARN COMPANY, LLC TO CURE AMOUNT PROPOSED BY DEBTORS (.3) ; REVIEW OBJECTION OF INLAND AMERICA RETAIL MANAGEMENT LLC TO CURE AMOUNT PROPOSED BY DEBTORS' (.2) ; REVIEW ARBORETUM SOUTH BARRINGTON'S OBJECTION TO DEBTORS' PROPOSED CURE AMOUNTS (.4) ; REVIEW MOTION OF BURBANK MALL ASSOCIATION TO COMPEL POST-PETITION RENT AND TAXES (.2) ; REVIEW MOTION TO COMPEL POST-PETITION PAYMENT OF RENT AND TAXES OF CROWN CCI LLC (.2) REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF WOODLAWN TRUSTEES, INC. (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF 502-12 86TH STREET LLC (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF BASIL LLC (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF GREEN 521 5TH AVE LLC (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF CCDC MERTON PORTFOLIO, L.P. (.2) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF PANATTONI DENTON (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF "RAY MACCI'S INC. (.2) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF PARATTONI DEVELOPMENT COMPANY (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF POLARIS CIRCUIT CITY, LLC (.1) ; REVIEW MOTION TO COMPEL PAYMENT OF POST-PETITION RENT OF HAYWARD 880, LLC (.1) ; REVISE CHART OF NTATUS OF OBJECTIONS TO DEBTORS' CURE AMOUNTS (2.1) . |
| BAKER SK | 12/18/08 | 0.40 | REVIEW CARMAX BUSINESS SERVICES DEBTORS' MOTION TO REJECT LEASES (.2) ; REVIEW FOOD LION'S OBJECTION TO DEBTORS' MOTION TO REJECT LEASES (.2) . |
| BAKER SK | 12/19/08 | 2.60 | COMPILE AND REVIEW EXHIBITS TO LEASE REJECTION MOTION, BIDDING PROCEDURES MOTION AND MOTION TO EXTORT DEADLINE TO ASSUME OR REJECT LEASES. (2.6) . |

SKADDEN, ARPS, SLATE, MEACHER & FLOM LLP AND AFFILIATES

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| BAKER SK | 12/22/08 | 0.30 | REVIEW CORRESPONDENCE FOR A. MEIER REGARDING MONTEVIDEO INVESTMENTS LLC (.1); REVIEW CORRESPONDENCE FOR T. LEE REGARDING MOS REALTY'S PROPERTIES (.1); REVIEW CORRESPONDENCE FOR J. VESELY REGARDING LOCATION 1604 CAM PAYMENT (.1). |
| BAKER SK | 12/23/08 | 0.30 | TELEPHONE CONFERENCE WITH C. MELTON REGARDING PROCESS FOR RETURNING POSSESSION OF LEASE AND PROPERTIES TO LANDLORDS (.2); DRAFT EMAIL TO W. GRAY REGARDING PROCEDURES FOR RETURNING LEASED PREMISES TO LANDLORDS (.1). |
| BAKER SK | 12/29/08 | 4.80 | REVIEW LEASE AGREEMENT BETWEEN CIRCUIT CITY AND CRA ACQUISITION CORPORATION (.2) ; REVIEW GROUND LEASE AGREEMENT BETWEEN CIRCUIT CITY AND CRA ACQUISITION CORPORATION (2.2); RESEARCH REGARDING BREACH OF BUILDING LEASE AS EVENT OF DEFAULT UNDER GROUND LEASE (2.4). |
| BAKER SK | 12/30/08 | 8.20 | RESEARCH RE: WHETHER REJECTION OF BUILDING LEASE TERMINATES GROUND LEASE UNDER VIRGINIA LAW AND BANKRUPTCY CODE (3.7) ; REVIEW RESEARCH REGARDING BUILDING LEASE TERMINATION AND DRAFT MEMO REGARDING SAME (4.5). |
| | | 22.70 | |
| DOSUNMU FS | 12/01/08 | 17.80 | REVIEW AND REVISE OMNIBUS REPLY IN SUPPORT OF LEASE REJECTION MOTION (9.6); ATTENTION TO ISSUES RE: LEASBS (3.2); CONFERENCES WITH CERTAIN LANDLORDS RE: LEASE ISSUES (2.5); REVISE OBJECTIONS TO LEASE REJECTION MOTION (2.1); RESEARCH ON LEASE REJECTION ISSUES (.4). |
| DOSUNMU FS | 12/02/08 | 6.30 | REVIEW AND REVISE OMNIBUS OBJECTION TO MOTIONS TO COMPEL (1.3); REVIEW AND REVISE REPLY TO LEASE REJECTION MOTION AND RELATIVE EXHIBITS (1.8); ATTENTION TO LANDLORD/SUBTENANT ISSUES (.6); DRAFT AUTOMATIC STAY VIOLATION LETTER (.5); RESEARCH ON LEASE ISSUES (2.0). |
| DOSUNMU FS | 12/03/08 | 12.30 | ATTENTION TO LEASE REJECTION ISSUES (2.8); ATTENTION TO STORE CLOSING ISSUES (2.4); ATTENTION TO GOING FORWARD STORE ISSUES (2.6); REVIEW SALES OBJECTIONS TO LEASE SALE PROCEDURES; REVIEW LEASES RE: RELEVANT OBJECTIONS (1.5); RESEARCH RE: LEASE ISSUES (2.0). |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| DOSUNMU FS | 12/04/08 | 7.60 | ATTENTION TO LEASE REJECTION ISSUES (1.5); ATTENTION TO STORE CLOSING ISSUES (1.5); ATTENTION TO GOING FORWARD STORE ISSUES (1.1); REVIEW SALES OBJECTIONS TO LEASE SALE PROCEDURES (.8); REVIEW LEASES RE: RELEVANT OBJECTIONS (.9); RESEARCH RE: LEASE ISSUES (1.3); PREPARE FOR OMNIBUS HEARING (.6). |
| DOSUNMU FS | 12/05/08 | 5.40 | ATTENTION TO LEASE REJECTION ISSUES (2.5); STORE CLOSING ISSUES (1.6); GOING FORWARD STORE ISSUES (1.3). |
| DOSUNMU FS | 12/08/08 | 5.20 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES. |
| DOSUNMU FS | 12/09/08 | 6.20 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES. |
| DOSUNMU FS | 12/10/08 | 6.40 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES (5.6); CONFERENCES WITH COUNSEL FOR STORE CLOSING OBJECTIONS (.8). |
| DOSUNMU FS | 12/11/08 | 5.20 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES. |
| DOSUNMU FS | 12/12/08 | 5.40 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES. |
| DOSUNMU FS | 12/15/08 | 5.20 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES. |
| DOSUNMU FS | 12/16/08 | 5.40 | ATTENTION TO LEASE REJECTION, STORE CLOSING AND GOING FORWARD STORE LEASE ISSUES. |
| DOSUNMU FS | 12/17/08 | 7.70 | ATTENTION TO LEASE REJECTION ISSUES; STORE CLOSING ISSUES AND GOING FORWARD LEASE ISSUES. |
| DOSUNMU FS | 12/18/08 | 8.60 | ATTENTION TO LEASE REJECTION ISSUES; STORE CLOSING ISSUES, GOING FORWARD ISSUES; ATTENTION TO NOVEMBER SUB RENT ISSUES. |
| DOSUNMU FS | 12/19/08 | 6.40 | ATTENTION TO LEASE REJECTION ISSUES; STORE CLOSING ISSUES; GOING FORWARD ISSUES; ATTENTION TO NOVEMBER SUB RENT ISSUES; REVIEW AND REVISE MOTION TO COMPEL. |
| DOSUNMU FS | 12/20/08 | 3.20 | ATTENTION TO LEASE REJECTION ISSUES; STORE CLOSING ISSUES; GOING FORWARD ISSUES. |
| DOSUNMU FS | 12/21/08 | 0.70 | ATTENTION TO LEASE REJECTION ISSUES; STORE CLOSING ISSUES; GOING FORWARD ISSUES. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| DOSUNMU FS | 12/22/08 | 7.70 | ATTENTION TO LEASE REJECTION ISSUES, STORE CLOSING ISSUES AND GOING FORWARD STORE ISSUES. |
| DOSUNMU FS | 12/23/08 | 6.20 | ATTENTION TO LEASE REJECTION ISSUES, STORE CLOSING ISSUES AND GOING FORWARD STORE ISSUES. |
| DOSUNMU FS | 12/24/08 | 4.10 | ATTENTION TO LEASE REJECTION ISSUES, STORE CLOSING ISSUES AND GOING FORWARD STORE ISSUES. |
| DOSUNMU FS | 12/29/08 | 4.80 | ATTENTION TO LEASE REJECTION ISSUES, STORE CLOSING ISSUES AND GOING FORWARD ISSUES; REVIEW MOTION TO COMPEL AND DRAFT RESPECTIVE ORDER. |
| DOSUNMU FS | 12/30/08 | 4.40 | ATTENTION TO LEASE REJECTION ISSUES, STORE CLOSING ISSUES AND GOING FORWARD ISSUES; REVIEW MOTION TO COMPEL AND DRAFT RESPECTIVE ORDERS, |
| | | 142.40 | |
| FREDERICKS IS | 12/01/08 | 15.80 | CONTINUE TO DRAFT OMNIBUS OBJECTION TO MOTIONS TO COMPEL PAYMENT OF STUB RENT (12.2); REVIEW AND REVISE OMNIBUS REPLY TO OBJECTIONS TO LEASE REJECTION MOTION (3.6). |
| FREDERICKS IS | 12/02/08 | 12.20 | REVIEW AND REVISE UPDATED VERSION OF REPLY TO OBJECTIONS TO THE LEASE REJECTION MOTION AND CONDUCT RELATED RESEARCH AS NECESSARY AND REVIEW AND REVISE OMNIBUS OBJECTION TO STUB RENT MOTIONS (10.9); MULTIPLE CORRESPONDENCE TO AND FROM D. MILLER AND D. HILLMAN RE: DECEMBER 1 LEASE PAYMENTS (.6); MULTIPLE TELEPHONE CALLS FROM D. MILLER RE: LEASE PAYMENT ISSUES (.7). |
| FREDERICKS IS | 12/03/08 | 12.70 | CONTINUE TO REVIEW AND REVISE AND FINALIZE REPLY TO OBJECTIONS TO LEASE REJECTION MOTION AND RELATED CHART AND REVIEW AND REVISE OBJECTION TO MOTIONS TO COMPEL PAYMENT OF STUB RENT (6.3); WORK ON ISSUES RELATED TO NON-PAYMENT OF DECEMBER 1 RENT, INCLUDING CORRESPONDENCE AND TELEPHONE CALLS WITH VARIOUS LANDLORDS, CIRCUIT CITY AND SKADDEN WORKING GROUP (5.7); CORRESPONDENCE TO AND FROM DIP LENDER RE: APPROVAL OF REVISED STORE CLOSING ORDER, ASSUMPTION AND ASSIGNMENT OF LEASES TO LANDLORDS AND RELATED ISSUES (.7). |
| FREDERICKS IS | 12/07/08 | 5.30 | REVIEW COMMENTS FROM LANDLORDS TO BAR DATE ORDER, LEASE PROCEDURES ORDER, 365D4 ORDER, AND STORE CLOSING ORDER AND REVISE SUCH ORDERS TO INCORPORATE COMMENTS AND AGREEMENTS REACHED AT THE HEARING. |

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| FREDERICKS IS | 12/08/08 | 13.70 | FINALIZE DRAFT ORDERS (365D4, LEASE PROCEDURES, BAR DATE AND STORE CLOSING ORDERS ("ORDERS") AND CORRESPONDENCE TO LANDLORDS RE: SAME (2.3); REVIEW CORRESPONDENCE FROM AND DRAFT CORRESPONDENCE TO AND PARTICIPATE IN TELEPHON CALLS WITH VARIOUS LANDLORDS RE: COMMENTS AND ISSUES WITH REVISED ORDERS; INCORPORATE AND MERGE COMMENTS AND OTHERWISE UPDATE, REVISE AND FINALIZE ORDERS FOR RECIRCULATION TO LANDLORD GROUP (11.4). |
| FREDERICKS IS | 12/09/08 | 4.50 | REVIEW CORRESPONDENCE FROM AND DRAFT CORRESPONDENCE TO AND PARTICIPATE IN TELEPHON CALLS WITH VARIOUS LANDLORDS RE: COMMENTS AND ISSUES WITH FURTHER REVISED ORDERS; INCORPORATE AND MERGE COMMENTS AND OTHERWISE UPDATE, REVISE AND FINALIZE ORDERS FOR RECIRCULATION TO LANDLORD GROUP (4.5). |
| FREDERICKS IS | 12/12/08 | 5.10 | (GURNEE REAL ESTATE) REVIEW, REVISE AND FINALIZE MOTION TO ASSUME, ASSIGN AND SELL LEASE AT LANDLORD'S REQUEST; (CIRCUIT DISTRIBUTION - ILLINOIS PARTNERSHIP) REVIEW, REVISE AND FINALIZE MOTION TO ASSUME, ASSIGN AND SELL LEASE AT LANDLORD'S REQUEST; (CCI DELAWARE BUSINESS TRUST) REVIEW, REVISE AND FINALIZE MOTION TO ASSUME, ASSIGN AND SELL LEASE AT LANDLORD'S REQUEST; REVIEW, REVISE AND FINALIZE MOTION TO REJECT REAL PROPERTY LEASES AND RELATED EXHIBITS (.9). |
| FREDERICKS IS | 12/16/08 | 2.60 | CORRESPONDENCE TO KCC RE: STATUS OF AUCTION AND BIDS ON CLOSING STORE LEASES (.2); WORK WITH K. GRANT AND P. DOSUNMU RE: DECEMBER RENT ISSUES AND RESOLUTIONS OF OUTSTANDING MATTERS PRIOR TO THE HEARING (2.4). |
| FREDERICKS IS | 12/18/08 | 4.60 | REVIEW AND REVISE SECOND OMNIBUS OBJECTION TO MOTIONS TO COMPEL PAYMENT OF STORE RENT AND REVISE AND REVISE RELATED CHART ADDRESSING DISCRETE SPECIFIC OBJECTIONS; REVISE AND FINALIZE UPDATED LEASE REJECTION STATUS CHART FOR G. GALARDI (4.6). |
| FREDERICKS IS | 12/23/08 | 0.40 | CORRESPONDENCE FROM LANDLORD RE: UTILITY PROBLEMS AT CLOSING STORE LOCATION; AND CORRESPONDENCE TO AND FROM RILCO/GB RE: SAME (.4). |
| FREDERICKS IS | 12/24/08 | 0.80 | WORK WITH S. BOEHM AT MCGUIREWoods TO FINALIZE CERTAIN REJECTION ORDERS FOR SUBMISSION TO THE COURT (.8). |

77.70

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP AND AFFILIATES

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| GRANT K | 12/08/08 | 2.20 | TELECONFERENCE WITH D. MILLER REGARDING LEASE ISSUES (.4); DRAFTED FORM STAY LETTER FOR MAINTENANCE OBLIGATIONS (.6) AND EMAIL WITH D. MILLER REGARDING SAME. (.1); TELECONFERENCES AND EMAILS WITE LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (1.1). |
| GRANT K | 12/09/08 | 4.90 | TELECONFERENCE WITH D. MILLER, C. CROWE AND CIRCUIT CITY TAX TEAM REGARDING REAL ESTATE TAX MATTERS (1.1); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (3.8). |
| GRANT K | 12/10/08 | 2.30 | TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (2.3). |
| GRANT K | 12/11/08 | 2.50 | TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (1.3); REVIEWED AND REVISED MOTIONS TO APPROVE ASSUMPTION/ASSIGNMENT AGREEMENTS. (1.0). |
| GRANT K | 12/12/08 | 2.10 | REVIEWED AND REVISED LEASE REJECTION MOTION (.9); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (1.2). |
| GRANT K | 12/15/08 | 5.00 | REVIEWED TRANSCRIPTS OF PRIOR HEARINGS FOR LEASE ISSUES (2.6); TELECONFERENCES WITH LANDLORDS' COUNSEL REGARDING LEASE ISSUES. (2.4). |
| GRANT K | 12/16/08 | 4.50 | TELECONFERENCES WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (1.3); REVIEWED PLEADINGS ON LEASE ISSUES IN PREPARATION FOR UPCOMING HEARING. (3.2). |
| GRANT K | 12/17/08 | 6.30 | DRAFTED AGREEMENT FOR ASSUMPTION AND ASSIGNMENT OF LEASE WITE 44 NORTH PROPERTIES (1.3); TELECONFERENCES AND EMAILS WITH THEIR COUNSEL REGARDING SAME (.3) WORKED ON OBJECTION TO MOTION TO COMPEL PAYMENT OF RENT (2.6) TELECONFERENCES WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (2.1). |
| GRANT K | 12/18/08 | 3.40 | CONTINUED WORK TO EVALUATE LEASE OBJECTIONS AND MOTIONS TO COMPEL (1.9); TELECONFERENCES WITH LANDLORDS AND THEIR COUNSEL REGARDING SAME. (1.5). |
| GRANT K | 12/19/08 | 2.30 | TELECONFERENCES WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (1.4); BEGAN WORK ON HEARING PREPARATION REGARDING SAME. (.9). |
| GRANT K | 12/20/08 | 0.20 | EMAILS WITH COUNSEL FOR LANDLORDS RRGARDING REJECTION OBJECTIONS. |

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| GRANT K | 12/21/08 | 2.40 | WORKED ON PREPARATION FOR HEARING ON LEASE MATTERS. |
| GRANT K | 12/23/08 | 2.90 | TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES (1.2). REVISED AND FINALIZED MOTION APPROVING ASSUMPTION OF LEASE TO 44 NORTH ASSOCIATES (1.1) AND EMAILS NITR R. COSTRLLA (.4) REGARDING SAME. ATTENTION TO FILING AND SERVING SAME (.2). |
| GRANT K | 12/24/08 | 0.70 | TELECONFERENCES AND EMAILS NITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. |
| GRANT K | 12/29/08 | 4.80 | ANALYZED ISSUE REGARDING CORPORATE HEADQUARTERS LEASE (.4); TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES, (.6) DRAFTED ORDER IN CONNECTION WITH STUB RENT (3.8). |
| GRANT K | 12/30/08 | 2.70 | TELECONFERENCES AND EMAILS WITH CLIENT REGARDING PAYMENT OF POST-PETITION RENTS (.9); EMAILS WITH M. O'LAUGHLIN REGARDING JANUARY RENT PAYMENTS (.6); REVISED PROPOSED ORDER REGARDING STUB RENT CLAIMS; (.4) TELECONFERENCES AND EMAILS WITH LANDLORDS AND THEIR COUNSEL REGARDING LEASE ISSUES. (.8). |
| | | 49.00 | |
| JANUS CP | 12/03/08 | 5.70 | RESEARCN LEASES RE: OBJECTIONS TO 365(D)(4) MOTION (5.7). |
| JANUS CP | 12/04/08 | 6.90 | RESEARCH LEASES RE: OBJECTIONS TO 365(D)(4) MOTION (3.0); REVIEWING LEASES AND RESOLVING OBJECTIONS RE: TO 365(D)(4) MOTION (3.9). |
| JANUS CP | 12/05/08 | 0.20 | RESEARCR LEASES RE: RELATED TO RENT PAYMENTS (0.2). |
| JANUS CP | 12/08/08 | 1.10 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (1.1). |
| JANUS CP | 12/09/08 | 0.20 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (0.2). |
| JANUS CP | 12/10/08 | 0.10 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (0.1). |
| JANUS CP | 12/11/08 | 0.20 | RESEARCRING AND REVIEWING PROVISIONS IN STORE LEASES (0.2). |
| JANUS CP | 12/12/08 | 0.40 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (0.4). |
| JANUS CP | 12/16/08 | 0.40 | RESEARCNING AND REVIEWING PROVISIONS IN STORE LEASES (0.4). |
| JANUS CP | 12/17/08 | 0.60 | RESEARCNING AND REVIEWING PROVISIONS IN STORE LEASES (0.6). |

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| JANUS CP | 12/19/08 | 3.90 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (3.9). |
| JANUS CP | 12/19/08 | 4.30 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (4.3). |
| JANUS CP | 12/20/08 | 0.30 | REVIEWING LEASE PROVISIONS RE: RENT (0.3). |
| JANUS CP | 12/22/08 | 1.30 | RESEARCH STORE LEASES RE: RENT PAYMENTS (1.3). |
| JANUS CP | 12/29/08 | 0.10 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (0.1). |
| JANUS CP | 12/30/08 | 0.10 | RESEARCHING AND REVIEWING PROVISIONS IN STORE LEASES (0.1). |
| | | 25.80 | |
| KUMAR JS | 12/11/08 | 2.10 | DRAFTING MOTION TO REJECT LEASES OF REAL PROPERTY (.9). DRAFTING ORDER TO REJECT LEASES OF REAL PROPERTY (.6). REVISING EXHIBIT TO MOTION TO REJECT LEASES OF REAL PROPERTY (.6). |
| KUMAR JS | 12/12/08 | 5.20 | REVISING MOTION TO REJECT LEASES OF REAL PROPERTY (1.2). REVISING ORDER TO REJECT LEASES OF REAL PROPERTY (.8). COMPLETING EXHIBIT TO MOTION TO REJECT LEASES OF REAL PROPERTY (2.1). COMPILING LIST OF LANDLORD ADDRESSES AND SENDING TO KCC FOR NOTICE (1.1). |
| KUMAR JS | 12/16/08 | 2.40 | DRAFTING LEASE TERMINATION AGREEMENT (.7). LEGAL RESEARCH RE: BANKRUPTCY CODE SECTION 558 FOR RESPONSE TO OBJECTION TO CURE FOR ASSUMPTION OF LEASE (1.7). |
| KUMAR JS | 12/17/08 | 3.10 | REVISING CHART OF MOTIONS TO COMPEL PAYMENT OF RENT FOR USE AT 12/22 HEARING. |
| KUMAR JS | 12/18/08 | 8.20 | CONTINUE REVISING CHART OF MOTIONS TO COMPEL (6.8). COMPILING CHART OF OBJECTIONS TO FIRST OMNIBUS LEASE REJECTION MOTION (1.4). |
| KUMAR JS | 12/19/08 | 4.50 | REVISING ASSUMR AND ASSIGN MOTION (1.4). CONTINUE REVISING CHART OF MOTIONS TO COMPEL (3.1). |
| | | 25.50 | |
| LAZAROFF KA | 12/01/08 | 11.10 | REVISED REPLY TO OBJECTIONS TO LEASE REJECTION (3); RESEARCHED DETAILS OF LEASE REJECTIONS AND SURRENDER OF POSSESSION AND OBJECTIONS TO THESE REJECTIONS AND SURRENDEES (5.9); REVISED EXHIBIT REPLY TO OBJECTIONS TO LEASE REJECTION (1.4); REVIEWED DEATILS OF STORE CLOSING OBJECTIONS (.9). |

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| LAZAROFF KA | 12/02/08 | 13.40 | REVISED REPLY TO LEASE REJECTION OBJECTIONS (1.9); REVISED LEASE REJECTION OBJECTION CHART (2.4); REVIEWED FACT ISSUES WITH RESPECT TO SURRENDER OF REJECTED LEASE PREMISES (3); DRAFTED DECLARATION IN SUPPORT OF REPLY TO LEASE REJECTION OBJECTIONS (2.6); RESEARCHED LEASE REJECTION ISSUES INCLUDING RETROACTIVITY AND CONSTRUCTIVE NOTICE (3.5). |
| LAZAROFF KA | 12/03/08 | 17.00 | NEGOTIATED AGREEMENTS TO ASSUME AND ASSIGN LEASES AND SUBLEASES ON THE REJECTION LIST (6); SUMMARIZED AND CHARTED OBJECTIONS TO EXTEND 365(D) (4) (5); RESOLVED STORE CLOSING OBJECTIONS (3); REVISED LEASE REJECTION OBJECTIONS REPLY AND CHART (3). |
| LAZAROFF KA | 12/04/08 | 16.30 | RESOLVED OBJECTIONS TO 365(D) (4) EXTENSION (5.6); NEGOTIATED AGREEMENTS TO ASSUME AND ASSIGN LEASES AND SUBLEASES ON REJECTION LIST (5.3); SUMMARIZED LANDLORD ISSUES FOR HEARING (3); UPDATED LEASE REJECTION, STORE CLOSING AND 365(D) (4) OBJECTION CHARTS FOR HEARING (2.4). |
| LAZAROFF KA | 12/05/08 | 7.50 | NEGOTIATED AND DOCUMENTED AGREEMENTS TO ASSUME AND ASSIGN LEASES AND SUBLEASES ON THE REJECTION LIST (7.5). |
| LAZAROFF KA | 12/08/08 | 4.00 | COMMUNICATIONS WITH LANDLORD OBJECTORS (2.5); COMMUNICATED WITH COUNTERPARTIES TO ASSUMPTION AND ASSIGNMENT OF CERTAIN LEASES (.1 BOND), (.2 OLP), (.2 CARDINAL); REVIEWED AND NOTED RESOLUTIONS OF LANDLORD OBJECTION (1). |
| LAZAROFF KA | 12/09/08 | 6.40 | COORDINATED WITH COUNTERPARTIES ON ASSUME AND ASSIGN AGREEMENTS (.4); REVIEWED, UPDATED, AND COMMUNICATED WITH LANDLORDS REGARDING THE RESOLUTION OR STATUS OF LANDLORD-RELATED OBJECTIONS FROM 12/5 HEARING (5.5); RECORDED MOTIONS TO COMPEL PAYMENT OF STORE RENT (.5). |
| LAZAROFF KA | 12/10/08 | 4.70 | REVIEWED STATUS OF LEASE REJECTIONS AND OBJECTIONS AND COMMUNICATED WITH LANDLORDS AND THE COMPANY (1.3); REVIEWED AND RECORDED MOTIONS TO COMPEL PAYMENT OF STORE RENT (2.3); REVIEWED AND RECORDED OBJECTIONS TO PROPOSED CURE AMOUNTS (1.1). |

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| LAZAROFF KA | 12/11/08 | 6.40 | REVISED ASSUMPTION AND ASSIGNMENT MOTIONS AND ORDERS, PREPARED FOR FILING, AND COORDINATED WITH COUNTERPARTIES (4.5); COMMUNICATED INTERNALLY WITH THE COMPANY ABOUT RESOLUTION OF LEASE REJECTIONS AND OBJECTIONS AND STORE CLOSING OBJECTIONS (.5); REVIEWED AND RECORDED MOTIONS TO COMPEL PAYMENT OF STUB RENT AND COMMUNICATED WITH LANDLORDS (1.4). |
| LAZAROFF KA | 12/12/08 | 1.90 | REVISED MOTIONS AND ORDERS TO ASSUME AND ASSIGN (.9); REVIEWED AND RECORDED MOTIONS TO COMPEL PAYMENT OF RENT (1). |
| LAZAROFF KA | 12/15/08 | 2.00 | REVIEWED STATUS OF LANDLORD OBJECTIONS, UPDATED CHARTS AND FOLLOWED UP WITH COUNSEL FOR LANDLORDS. |
| LAZAROFF KA | 12/16/08 | 6.00 | REVIEWED AND SUMMARIZED MOTIONS TO COMPEL PAYMENT OF ADMINISTRATIVE RENT (3); COLLECTED DATA ON LANDLORDS, STORES AND RENT PAID FOR THOSE FILING MOTIONS TO COMPEL PAYMENT (3). |
| LAZAROFF KA | 12/17/08 | 7.50 | COLLECTED DATA AND CHARTED MOTIONS TO COMPEL PAYMENT OF RENT (3); REVIEWED STATUS OF LEASE REJECTION OBJECTIONS AND UPDATED CHART (1); PREPARED EXHIBIT TO OMNIBUS OBJECTION TO MOTION TO COMPEL (2); DRAFTED OMNIBUS OBJECTION TO MOTION TO COMPEL (1.5). |
| LAZAROFF KA | 12/18/08 | 5.10 | RESOLVED AND RECORDED MOTIONS TO COMPEL PAYMENT OF ADMINISTRATIVE RENT (2.5); REVISED OMNIBUS OBJECTION TO MOTIONS TO COMPEL PAYMENT AND EXHIBIT (1.8); RESEARCHED WHEN RENT WAS DUE AND PAID TO LANDLORDS FILING MOTIONS TO COMPEL (.8). |
| LAZAROFF KA | 12/19/08 | 7.00 | PREPARED BINDERS FOR LANDLORD ISSUES FOR HEARING (2.5); REVIEWED RESOLUTIONS OF MOTIONS TO COMPEL PAYMENT OF ADMINISTRATIVE RENT (1); COMPLETED AND REVISED FULL SUMMARY AND DATA CHARTS FOR LANDLORD ISSUES FOR 12/22 HEARING (3.5). |
| LAZAROFF KA | 12/20/08 | 1.20 | SEARCHED FOR LEASE DATA. |
| LAZAROFF KA | 12/21/08 | 0.30 | UPDATING STATUTE OF LL-RELATED OBJECTIONS FOR 12/22 HEARING. |
| LAZAROFF KA | 12/22/08 | 2.00 | GATHERED DATA FOR MOTIONS TO COMPEL PAYMENT OF RENT AND LEASE REJECTION OBJECTIONS. |
| LAZAROFF KA | 12/24/08 | 2.50 | GATHERED DATA ON MOTIONS TO COMPEL PAYMENT OF RENT AND OTHER MOTIONS FILED BY LANDLORDS. |
| LAZAROFF KA | 12/30/08 | 0.30 | PREPARED ORDERS ADDRESSING MOTIONS TO COMPEL PAYMENT OF ADMINISTRATIVE RENT. |

122.70